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August 21, 2015

sender's email address:
zane@alaskalaw.com

Sharon Chmielecki
882 Hopmeadow Street
Simsbury, CT 06070

Re: Tok Community Umbrella Corporation (TCUC)
Our File No. 3683.02

Dear Ms. Chmielecki:

I understand that you are the adjuster for at least a portion of the TCUC issues that are pending in Fairbanks Superior Court. I have enclosed a copy of the most current Amended Complaint and Answer thereto.

We are representing TCUC (as represented by the board members elected at the July 9, 2015, meeting).¹ As set forth in the Amended Complaint, various former board members have refused to accept their removal from the Board. Via this litigation, TCUC (as represented by the Board who contends they are not removed from office by the membership) is disputing that the current TCUC Board is appropriately in that position. Because the former board members refuse to accept their valid removal, are contesting the position of the current Board, and are accusing board members of various misdeeds, we hereby tender this matter to you for further defense/handling.

Sincerely,
CSG, INC.

By: 
Zane D. Wilson

ZDW/nl
Enclosures
cc: TCUC via Lisa Conrad

¹ See Order on Substitution of Parties.

FILE COPY

IN THE SUPERIOR COURT FOR THE STATE OF ALASKA
FOURTH JUDICIAL DISTRICT AT FAIRBANKS

TOK COMMUNITY UMBRELLA
CORPORATION,

Plaintiff,

v.

TOK CHAMBER OF COMMERCE,
INC.,

Defendant.

FILED in the Trial Courts
State of Alaska, Fourth District

JUL 06 2015

By _____ Deputy

LISA CONRAD,

Third Party Plaintiff,

v.

TOK COMMUNITY UMBRELLA
CORPORATION (TCUC),
TANYA TITO, THERESA WOODY and
RHONDA VanZANDT

Third Party Defendants.

Case No. 4FA-15-1930 CI

FIRST AMENDED COMPLAINT

Lisa Conrad hereby complains and alleges as follows:

1. All the parties are residents or doing business in the Fourth Judicial District at Tok. The venue of this matter is proper in Fairbanks.

2. Lisa Conrad is a Board Member of TCUC having been elected at a properly noticed membership meeting held on April 16, 2015.¹

3. The Articles of Incorporation of TCUC contain the following provisions:

ARTICLE FIVE: MEMBERSHIP. Section 2. Annual Meeting: The membership shall elect a Board of Directors at the annual meeting to be held at a time and place provided in the bylaws. The membership and the Board

¹ Exhibit A.

of Directors shall be notified not less than 15 days before the date of the annual meeting. The annual meeting is open to the public.

ARTICLE SIX: MEETING OF THE BOARD OF DIRECTORS. Section 1. Regular Meetings. The Board of Directors may meet regularly once a month on a date provided in the bylaws. These meetings are public meetings and shall be publicly noticed by posting the scheduled date, time and place of the meetings in at least three prominent public locates in the community.

ARTICLE EIGHT: BYLAWS. The bylaws shall be adopted by the Board of Directors. The bylaws may be amended by a majority of the membership of the corporation. An amendment to the bylaws proposed by the Board of Directors is deemed to be ratified by the membership unless a vote on the questions is defeated by a majority of the members voting.

4. The Bylaws of TCUC contain the following provisions:

Chapter 1. Board of Directors. Section 4. Removal of Directors: Any director may be removed by a majority of the members who vote on the issue, or by two-thirds (2/3) of the Board of Directors, whenever, in their judgment, the best interests of the corporation would be served by so doing.²

5. The TCUC has failed to comply with the Articles and Bylaws of the corporation in a number of aspects. Pursuant to Chapter 1, Section 4 of the Bylaws, at the annual membership meeting a motion was made and seconded by the membership to hold an election to remove the existing Board of Directors and to replace that Board. This motion was rejected by the then President of TCUC, Alvin Bates, when he was lawfully required to proceed with the removal vote. This is the second occasion where the Board has improperly rejected properly motioned removal elections.³

6. An election should be held on the motion made by the membership at the April 16, 2015, meeting to remove the existing Board of Directors.

7. As referenced in paragraph 3 all meetings of TCUC must be public meetings and must be publicly noticed to be a valid meeting.

² Exhibit B.

³ Exhibit C.

8. Members of the Board, other than Lisa Conrad, have purported to have email meetings wherein they have nominated and elected Tanya Tito to fill a vacant seat on the Board.

9. These meetings are invalid in that they were not publicly noticed and publicly held as required by the Articles of Incorporation of TCUC.

10. On May 15, 2015, the President of TCUC Board, pursuant to direction from the Board of Directors, wrote to Attorney Wickwire and terminated his services.

11. John Bristol, the author of the May 15, 2015, letter subsequently resigned from the Board.

12. Since Mr. Bristol's letter of May 15, 2015,⁴ neither the Board of Directors nor the President of the Board has authorized the further employment of Attorney Wickwire or the filing of an eviction action against the Tok Chamber of Commerce.

13. The action filed against the Tok Chamber of Commerce by Attorney Wickwire is not authorized by TCUC or the President of the same and should be dismissed.

14. TCUC funds are being expended by a "board" that is neither properly elected or should still be in office, if properly elected.

15. The court should order all funds of TCUC frozen until the outcome of this action.

16. On June 19, 2015 a properly called and noticed special meeting was held by the membership to consider charges that had been brought against Theresa Woody, Rhonda VanZandt and Alvin Bates by the investigative committee.

17. Following a trial before the membership Theresa Woody, Rhonda VanZandt and Alvin Bates were found guilty of all charges, removed from the board (if still claiming to

⁴ Exhibit D.

be on the board) and sanctioned by a vote of the membership.

18. An election has been scheduled for July 9, 2015 to fill the vacant board seats. All individuals properly elected at the July 9, 2015 election are the true and correct members of the TCUC board.

WHEREFORE Lisa Conrad prays for the following relief:

1. For an order directing TCUC to act on the motion to remove the entire Board of TCUC made by Madge Kellyhouse on April 16, 2015, and subsequently improperly rejected by the then President of TCUC, Alvin Bates.

2. For a declaration that Tanya Tito is not a member of the Board of Directors of TCUC in that the alleged meetings to appoint Ms. Tito were neither publicly noticed nor publicly held in contradiction of Article Six, Section 1 of the Articles of Incorporation of TCUC.

3. For a declaration that Theresa Woody and Rhonda VanZandt are no longer members of the TCUC Board of Directors and that the individuals elected to the board on July 9, 2015 are the true and correct members of the board.

4. For an order freezing the funds of TCUC until the determination of this action.

5. For the TCUC eviction action to be dismissed.

6. For an award of costs and attorney fees for having to bring this action.

7. For such other relief that is fair and equitable under the circumstances.

DATED this 6 day of July 2015.

COOK SCHUHMAN & GROSECLOSE, INC.
Attorneys for the Plaintiff

By: Zane D. Wilson, #9111108

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& GROSECLOSE, INC.
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Tok Community Umbrella Corporation

PO Box 547

Tok, AK 99780

e-mail: TokTCUC@yahoo.com

Minutes of the April 16, 2015 Annual Meeting/FY2016 Revenue Sharing

Call to Order: President Alvin Bates called the meeting to order at 7:57 PM at Tok School Multi-Purpose Room.
(delay was due to community members still signing in at 7:30 PM)

Roll Call: Board Members Present:	President Alvin Bates	Present
	Vice-President Rhonda VanZandt	Present
	Treasurer Theresa Woody	Present
	Secretary Tanya Tito	Present
	Board Member John Bristol	Present

A quorum was present. There were 140 community members present.

Proof of meeting: Notice was posted: Post Office, Mukluk News, Three Bears Grocery, Tok Mini-Mart and Denali State Bank

Approval of Agenda: ** with the deletion of Item #6 "Correspondence" **

Motion by: Rhonda VanZandt 2nd by: John Bristol - Approved

Reports:

- A. Equipment Report: Thad Tucker gave the annual report for the TCUC owned Log loader and Chipper. He summarized the usage and repairs for each of the machines.
- B. Civic Center Building Report: Theresa Woody reviewed with the Community that the Title to the Tok Civic Center arrived in the Tok Community Umbrella Corporation's name in the spring of 2014. TCUC does have the State Patent and the documentation from the Yukon Title Company.

New Business:

- A. TCUC Boundaries: Alvin discussed that the legal description on the TCUC membership form is accurate; however, the drawing doesn't reflect the complete membership area.
- B. Nominations for Seat "E": Lisa Conrad and Alvin Bates
Five community members collected ballots and tallied the ballots.
Lisa Conrad - 104 Votes Alvin Bates - 27 Votes
- C. Motion to extend meeting by: Theresa Woody - approved
- D. FY 2016 Revenue Share: were approved as follows:

Helping Hands Food Bank \$39,630	Interior Bus Line \$6,000
Tok Community Library \$5,000	Tok Dog Musher's \$7,560
Tok Volunteer Fire Department \$5,873.11	

Motion to adjourn by: John Bristol 2nd by: Rhonda VanZandt passed at 10:15 PM

TCUC Officers for 2015/2016 are:
Vice President - John Bristol
Treasurer - Rhonda VanZandt

President - Theresa Woody
Secretary - Tanya Tito
Member at Large - Lisa Conrad

Submitted by: Tanya Tito TCUC Secretary

Tanya Tito

Exhibit A
Page 1 of 1

**Articles of Incorporation
Of
Tok Community Umbrella Corporation**

The undersigned United States citizens of the age of nineteen years or more, acting as incorporators of a corporation under the Alaska Non-profit Act (AS 10.20), adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE: NAME

The name of the corporation is: Tok Community Umbrella Corporation

ARTICLE TWO: DURATION

The period of duration is perpetual.

ARTICLE THREE: PURPOSE

Section 1. Purpose: This Corporation is organized exclusively for the promotion of social welfare as described in the Internal Code of 1954. The corporation will operate primarily to further the common good and general welfare of all the people of the community of Tok.

Section 2. Nondiscrimination: Facilities and services of the corporation shall be provided to the public without regard to race, color, creed, sex or national origin.

ARTICLE FOUR: BOUNDARIES

This corporation will provide services and facilities only within the following described area:

T18N, R12E, CRM Sections 7 thru 18, Sections 21 thru 27 and Sections 34,35,36
T18N, R11E, CRM Sections 11,12,13, & 14
T17N, R12E, CRM Sections 1,2,11,12, &14
T18N, R13E, CRM Sections 7, 8,16 thru 24,29,30,31
T18N, R14E, CRM Section 19

(Amended 4/21/1988)

ARTICLE FIVE: MEMBERSHIP

Section 1. Membership: Members/Directors/Officers. All residents of this community who are 18 years of age or older are eligible to be members of the corporation. The number of directors shall be five all of whom will be members of the corporation. The board of directors shall choose annually, from among themselves, persons to fill the offices of President, Vice-President, Secretary, and Treasurer. The secretary and treasure may be combined in one office. All members

of the corporations may vote for and are eligible to be directors of the corporation.
The corporation shall have one class of members.

(Amended 1/15/1995)

(Amended 4/20/2000)

Section 2. Annual Meeting: The membership shall elect a Board of Directors at the annual meeting to be held at a time and place provided in the bylaws. The membership and the Board of Directors shall be notified not less than 15 days before the date of the annual meeting. The annual meeting is open to the public.

ARTICLE SIX: MEETING OF THE BOARD OR DIRECTORS

Section 1. Regular Meetings. The Board of Directors may meet regularly once a month on a date provided in the bylaws. These meetings are public meetings and shall be publicly noticed by posting the scheduled date, time and place of the meeting in at least three prominent public locations in the community.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. These meetings are public meetings and shall be publicly noticed at least 24 hours in advance by posting the date, time, place and purpose(s) of the meeting in the same three prominent public locations as in Section 1 of this Article. The Directors will be notified orally or in writing at least 24 hours in advance by the person or persons calling the meeting. The Board of Directors may not address any matter, which is not stated in the purpose of the special meeting given in the written notice.

ARTICLE SEVEN: INTERNAL AFFAIRS

The internal affairs of the corporation shall be regulated by the Board of Directors, which shall exercise all powers of the corporation and shall provide for the internal regulation of the corporation in accordance with the bylaws.

ARTICLE EIGHT: BYLAWS

The bylaws shall be adopted by the Board of Directors. The bylaws may be amended by a majority of the membership of the corporation. An amendment to the bylaws proposed by the Board of Directors is deemed to be ratified by the membership unless a vote on the question is defeated by a majority of the members voting.

ARTICLE NINE: NONPROFIT STATUS

No corporation funds shall be used for the private benefit of or be given to its members, trustees, officers, or other private person, except that the corporation shall

Be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purpose set forth in Article Three. No substantial part of the activities of the corporation shall be carrying on of the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax.

ARTICLE TEN: DISSOLUTION

Section 1. In the event of dissolution of the corporation (whether voluntary or involuntary), the distribution of asset shall follow a plan adopted to AS 10.20.300. Under this plan, assets may be dispersed to nonprofit, nondiscriminatory community organizations with purpose similar to this corporation. Any asset not disposed of under a plan of dissolution shall be disposed of by the Court having jurisdiction over the corporation.

ARTICLE ELEVEN: REDUCTION OF POWER

In the event the community is now or becomes a part of an organized municipality, any powers exercised by the municipality within this community may not then be exercised by the corporation. The assets of the corporation specifically relating to such powers shall be offered for transfer or conveyance to said municipality.

ARTICLE TWELVE: REGISTERED OFFICE AND AGENT

1. The address of the initial registered office is:

Tok Community Umbrella Corporation/William E. Simmons Chairman

Box 51 Tok, Alaska 99780 (Zip Code)

2. The name of the initial registered agent at the registered office is:

William E Simmons

Exhibit B
Page 3 of 5

TOK COMMUNITY UMBRELLA CORPORATION

BYLAWS

Chapter 1. Board Of Directors

Section 1. Term Of Office: The terms of all directors elected by the members will be for three years.

Section 2. Quorum: Three members of the Board of Directors constitute a quorum for the transaction of business at any meeting of the board. Three affirmative votes are required for any action taken by the board. Voting by proxy is prohibited. (Amended April 13, 2000)

Section 3. Vacancies: Except as otherwise provided, any vacancy occurring in the Board of Directors, either by resignation or removal, shall be filled by the majority vote of the remaining directors. In the event of the simultaneous resignation and/or removal of three or more directors, the membership shall hold new elections to fill those vacant positions on the board. Those directors so elected will serve for the remaining portion of the term.

Section 4. Removal Of Directors: Any director may be removed by a majority of the members who vote on the issue, or by two-thirds (2/3) of the Board of Directors, whenever, in their judgment, the best interests of the corporation would be served by so doing.

Section 5. Meetings: The Board of Directors will/inay meet regularly on the 2nd Thursday of the month. (Amended 03-10-05.)

Chapter 2. Executive Officers

Section 1. President: The president will be the principal executive officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors. He shall sign contracts or other instruments which the Board of Directors has authorized to be executed.

Section 2. Vice-President: In the absence of the president, or in the event of his inability or refusal to act, the vice-president will perform the duties of the president, and when so acting, will have all the powers of and be subject to all the restrictions upon the president.

Section 3. Secretary And Treasurer:

The Secretary Shall:

1. Keep a journal of proceedings of the corporation, record all votes at meetings of the corporation, and provide for the electronic recording of meetings of the corporation whenever possible.
2. Provide for the standardization and maintenance of all forms, books and records of the corporation.
3. Keep the corporate seal and affix the seal to all contracts and instruments authorized to be executed by the corporation.

The Treasurer Shall:

1. Manage, deposit and invest all funds of the corporation as directed by the Board of Directors.
2. Distribute money for all corporate obligations.
3. Keep regular books or accounts of all corporate financial transactions and provide for financial reports for audits as directed by the Board of Directors.

Chapter 3. Contracts, Checks, Deposits And Funds

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

2004-11-15 B

corporation, and such authority may be general or confined to specific instances as authorized by the Board of Directors.

Section 2. Checks, Drafts, Etc.: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation and in such manner as shall from time to time be determined by the Board of Directors, shall be signed by the treasurer and countersigned by the president or vice-president of the corporation

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gifts, bequests or device for any special purpose of the corporation.

Chapter 4. Books And Records

Section 1. The corporation shall keep correct and complete records of financial transactions and accounts, and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Chapter 5. Annual Meeting

Section 1. The annual meeting of the corporation shall be held at 7:30 p.m. on the 3rd Thursday of April. (Amended 3-10-05.)

Chapter 7. Amendments To Bylaws

Section 1. These bylaws may be amended by a vote of a majority of the membership of the corporation. A vote of a majority of the Board of Directors to amend the bylaws is deemed to be ratified by the membership unless a vote on the question is defeated by a majority of the members voting. Voting by proxy is prohibited.

Chapter 8. Membership

Section 1. All residents of this community who are 18 years of age or older are eligible to be members of this corporation. All members of the corporation may vote for and are eligible to be officers of the corporation. The corporation shall have one class of members. Voting by proxy is prohibited.

Chapter 9. Adoption Of Bylaws

Section 1. This is to certify that the above bylaws were adopted by the Board of Directors at a meeting on the 19th day of April, 1990.

Original Signed By William E. Simmons
President

Jodi Dealy
Secretary-Treasurer

As amended at the regular meeting of March 10, 2004.

Kathy Morgan, President

(Seal)

James Wothke, Secretary

Exhibit

B

5-5



Tok Community Umbrella Corporation
Box 547
Tok, AK 99780-0547



Unapproved Minutes of the October 23, 2014
Special Membership Meeting

1. **Call to Order** – The meeting was called to order by member Kathy Morgan at 7:35 pm, October 23, 2014 at the Senior center. About 90 people attended, with 85 community members signing the sign-in sheet, plus an Alaska State Trooper providing civil standby.

2. **Proof of Notice:** Notice was posted in the Mukluk News, and notices were posted at Three Bears, Tok mini-mart, and the Post Office on 10/10/14. On 10/11/14 notices were also posted at Young's Chevron, the Tok Community Library, Toklat Auto (Napa), Husky Lounge, and probably other places as well. Many of the notices were taken down almost daily by unknown parties but were replaced at least daily as they disappeared. Directly John Bristol was notified in person, Cherish Brigner was notified by email which she acknowledged, and letters were mailed on October 14 to Directors Alvin Bates, Rhonda VanZandt, and Theresa Woody.

This was a proper meeting of the membership, since the Articles of Incorporation do not address membership meetings and the Bylaws provide that members of the Board of Directors may be removed by a majority vote of the membership. (Chapter 1 Section 4)

3. **Recall three (3) Directors** – Madeline Kelleyhouse moved that Alvin Bates, Theresa Woody, and Rhonda VanZandt be removed from the Board of Directors. Motion was seconded and after a brief discussion of the motion, three members volunteered to serve as vote takers, to verify membership of each voter and collect and count the ballots. The meeting was recessed to allow people to cast their ballots and the vote takers to tally results.

The meeting was called back into session at 8:35 p.m. and the vote takers reported that confirmed members whose membership eligibility had been verified by a Director voted 44 in favor of removal and 5 opposed. Amongst the questioned ballots (members whose eligibility had not yet been verified by a Director) 22 voted in favor of removal and 7 opposed. **Motion passed.**

4. **Elect directors to fill vacancies** – The Bylaws provide that if there are three or more vacancies on the Board of Directors, the membership shall hold new elections to fill those vacancies. Ruby Smith nominated Kathy Morgan for vacant Seat E and herself for Seat A. Dave Stancliff nominated Bonnie (Diane) Achman for Seat E. **Spike Jorgensen moved that nominations be closed and the three nominees be elected by unanimous consent. Motion was seconded and passed with 2 opposed, all others in favor.**

5. **Rescind motion passed at October 9, 2014 meeting to evict Chamber of Commerce from building** Madeline Kelleyhouse moved that the motion to evict the Chamber of Commerce be rescinded. The motion was seconded and passed with 1 opposed, all others in favor.

6. **Adjournment** – The meeting was adjourned at 8:45 p.m.

Respectfully Submitted,

Exhibit C
Page 1 of 1

Kathy Morgan, Acting Secretary

Tok Community Umbrella Corporation
PO Box 547
Tok, AK 99780

May 15th, 2015

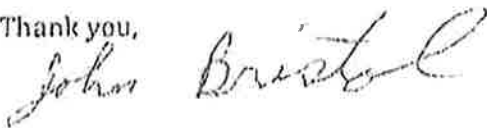
Mr. Thomas R. Wickwire, Lawyer
2775 Hanson Road #1
Fairbanks, Alaska 99709
FAX (907)474-0069

Dear Mr. Wickwire,

Thank you for speaking with me on the phone this morning, I appreciate your time. As I indicated to you, the Umbrella Corporation has reorganized, and has determined to negotiate the lease of the Tok Community Civic Center without the involvement of lawyers, so your services at this point in time are no longer needed. Should that change I will be in touch. In the meantime, you are instructed that no further work is authorized or required by the Board.

Please prepare and submit an itemized accounting of your bill, along with a copy of all correspondence you have had with the TCUC Board, we will be able to submit a final payment to you.

Thank you,



John Bristol, TCUC President

1 IN THE SUPERIOR COURT FOR THE STATE OF ALASKA

2 FOURTH JUDICIAL DISTRICT AT FAIRBANKS

3 TOK COMMUNITY UMBRELLA)
CORPORATION,)

4 Plaintiff,)

5 vs.)

6 TOK CHAMBER OF COMMERCE,)
7 INC.,)

8 Defendant.)

9 LISA CONRAD,)

10 Third-Party Plaintiff,)

11 vs.)

12 TOK COMMUNITY UMBRELLA)
CORPORATION (TCUC), TANYA)
13 TITO, THERESA WOODY, and)
14 RHONDA VanZANDT,)

15 Third-Party Defendants.)

Case No. 4FA-15-1930 CI

16 ANSWER TO FIRST AMENDED COMPLAINT

17 Defendant Tok Community Umbrella Corporation ("TCUC"), answers Plaintiff
18 Lisa Conrad's ("Conrad") First Amended Complaint as follows:

19 1. Paragraph 1 contains a legal conclusion to which no response is required.
20 Insofar as paragraph 1 alleges facts, such facts are, upon information and belief, admitted.
21

- 1 2. Paragraph 2 contains a legal conclusion to which no response is required.
- 2 Admitted that Conrad is a Board Member of TCUC, elected at a properly noticed
- 3 membership meeting held on April 16, 2015. To the extent paragraph 2 contains any
- 4 allegations or inferences regarding the document provided as Exhibit A to the Complaint,
- 5 the document speaks for itself. TCUC denies any allegations and/or characterization(s)
- 6 of the document to the extent they are inconsistent with that document.
- 7 3. TCUC's Articles of Incorporation are contained in a document that speaks
- 8 for itself. TCUC denies any allegations or characterization(s) of TCUC's Articles of
- 9 Incorporation to the extent such allegations or characterization(s) are inconsistent with
- 10 that document.
- 11 4. TCUC's Bylaws are contained in a document that speaks for itself. TCUC
- 12 denies any allegations or characterization(s) of TCUC's Bylaws to the extent such
- 13 allegations or characterization(s) are inconsistent with that document.
- 14 5. Paragraph 5 contains legal conclusions to which no response is required.
- 15 To the extent paragraph 5 contains any allegations or inferences regarding the document
- 16 provided as Exhibit C to the Complaint, the document speaks for itself. TCUC denies
- 17 any allegations and/or characterization(s) of the document to the extent they are
- 18 inconsistent with that document. To the extent any further answer is required, TCUC
- 19 denies the allegations contained in paragraph 5.
- 20
- 21

1 6. Paragraph 6 contains legal conclusions to which no response is required.
2 To the extent an answer is required, TCUC denies the allegations.

3 7. Paragraph 7 contains legal conclusions to which no response is required.
4 Insofar as paragraph 7 contains any allegations or inferences regarding TCUC's Articles
5 of Incorporation, the document containing such Articles speaks for itself. TCUC denies
6 any allegations and/or characterization(s) of the document to the extent they are
7 inconsistent with that document. To the extent any further answer is required, TCUC
8 denies the allegations contained in paragraph 7.

9 8. Admitted that, upon advice of counsel, TCUC's Board of Directors held an
10 email vote regarding a motion made and discussed at an open Board meeting regarding
11 the appointment of Tanya Tito. Admitted that such email vote was subsequently ratified
12 by a majority of Directors at an open meeting. Any remaining allegations or inferences
13 contained in paragraph 8 are denied.

14 9. Paragraph 9 contains legal conclusions to which no response is required.
15 To the extent an answer is required, TCUC denies the allegations.

16 10. TCUC admits to the existence of a letter dated May 15, 2015 appearing to
17 be signed by John Bristol, former member of TCUC's Board of Directors, to Attorney
18 Wickwire purporting to terminate his services. Any remaining allegations or inferences
19 contained in paragraph 10 are denied.

20

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1 11. Admitted that John Bristol resigned from the Board of TCUC. The
2 remaining allegations and inferences contained in paragraph 11 are denied.

3 12. Denied.

4 13. Denied.

5 14. Denied.

6 15. Denied.

7 16. On information and belief, TCUC admits a meeting was held on June 19,
8 2015, to discuss the alleged charges against Theresa Woody, Rhonda VanZandt and
9 Alvin Bates. TCUC lacks sufficient information to admit or deny whether the meeting
10 was properly called and noticed, and therefore denies the allegation. The remaining
11 allegations and inferences contained in paragraph 16 are denied.

12 17. On information and belief, TCUC admits that during the aforementioned
13 June 19, 2015 meeting: (a) a purported "trial" was held in connection with alleged
14 charges against Theresa Woody, Rhonda VanZandt and Alvin Bates; (b) all three
15 individuals were found guilty of the alleged charges; and (c) an investigative committee
16 purported to remove Theresa Woody and Rhonda VanZandt from the board. The
17 remaining allegations and inferences contained in paragraph 17 are denied.

18 18. On information and belief, TCUC admits an election occurred on July 9,
19 2015. TCUC denies that any member allegedly elected at that election is a properly
20
21

1 seated member of the TCUC board. The remaining allegations and inferences contained
2 in paragraph 18 are denied.

3 GENERAL DENIAL

4 All allegations in Conrad's Complaint not expressly admitted herein are denied.

5 AFFIRMATIVE AND OTHER DEFENSES

6 1. Conrad's Complaint and the claims therein fail in whole or in part to state a
7 claim for which relief may be granted.

8 2. Certain claims asserted and/or relief sought by Conrad's Complaint is not
9 appropriate to be litigated in connection with an eviction proceeding against a third party.

10 3. Conrad is not a proper party to the eviction action and does not present any
11 factual allegations which cannot be asserted as a defense by the Chamber of Commerce.
12 She has no personal interest in the eviction dispute because she cannot be held personally
13 liable for any corporate action that she voted against. To the extent Conrad seeks to
14 pursue corporate claims and further relief against TCUC, such claims should be litigated
15 separate and apart from the eviction action.

16 4. Relief sought by Conrad's Complaint is not permissible under the Alaska
17 Nonprofit Corporation Act and/or TCUC's governing documents.

18 5. Relief sought by Conrad's Complaint is not proper or appropriate in light of
19 the allegations presented therein.

1 6. Conrad's actions and Complaint are in violation of her fiduciary duty to
2 TCUC.

3 7. In contrast to statutory provisions for removal of directors of for-profit
4 corporations, there is no provision in the Alaska Nonprofit Corporations Act or the
5 TCUC Bylaws allowing for removal of a TCUC director by judicial action. Theresa
6 Woody, Rhonda Van Zandt and Tanya Tito remain validly seated directors of TCUC
7 whose authority cannot be removed by the Court based upon the claims and allegations
8 currently before it.

9 8. Conrad's Complaint places her in a position directly adverse to the
10 Corporation thereby impeding her duty of loyalty to the corporation and precluding her
11 from taking action on behalf of the Corporation that may in any way impact its finances
12 or defense of this lawsuit.

13 9. Conrad's Complaint is barred in whole or in part by the doctrines of waiver,
14 ratification and/or estoppel.

15 10. Conrad's Complaint is barred by the doctrine of unclean hands.

16 11. Conrad's Complaint is barred in whole or in part because the acts and/or
17 omissions of TCUC and its Directors were at all relevant times in good faith, in the
18 exercise of its reasonable business judgment, for good cause, and for legitimate business
19 purposes and/or necessity, and therefore, privileged.
20
21

12. Conrad's Complaint fails in whole or in part because the acts and/or omissions of TCUC and its Directors were conducted pursuant to advice of counsel.

13. After the Board voted to evict TCUC, Conrad engaged in ultra vires actions to prevent the eviction without Board approval.

14. As a Director of TCUC, Conrad owes strict fiduciary duties to TCUC. Conrad is required to act at all times honestly and in good faith with a view to the best interests of TCUC and to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

15. Conrad's attempt to enjoin or preclude the eviction proceedings provides no benefit to TCUC and is in violation of her fiduciary duties of loyalty and care to the corporation.

16. Conrad has further engaged in misconduct by encouraging and supporting unlawful proceedings to improperly remove other directors from the Board of TCUC who disagree with her position regarding TCUC's eviction action against the Chamber of Commerce.

17. Conrad has failed to fulfill her obligations to TCUC, and breached her duties to TCUC in various ways, including interfering with the eviction proceeding and interfering with the rights of members and other directors.

18. The TCUC Policy on Disciplinary & Board Removal Procedures ("the Policy") is invalid.

1 DATED this 20th day of July, 2015.

2 DAVIS WRIGHT TREMAINE LLP
3 Attorneys for Tok Community Umbrella
4 Corporation

5 By:


Elizabeth P. Hodes, ABA #0511108

6 Certificate of Service

7 On the 20th day of July, 2015, a true and
8 correct copy of the foregoing document was sent
9 by


☒ U.S. Mail, postage paid
☐ Facsimile
☐ Email

10 to the following parties:

11 Zane D. Wilson
Cook Schuhmann & Groseclose, Inc.
(714 Fourth Ave., Ste. 200)
12 P.O. Box 70810
Fairbanks, AK. 99707-0810

13 Heidi M. Holmes
Burns & Associates, PC
14 100 Cushman St., Ste. 311
Fairbanks, AK. 99701

15 By:


16 Debra Anderson

IN THE SUPERIOR COURT FOR THE STATE OF ALASKA
FOURTH JUDICIAL DISTRICT AT FAIRBANKS

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board who contends they were not)
removed from office by the membership),)

Plaintiff,)

v.)

TOK CHAMBER OF COMMERCE,)
INC.,)

Defendant.)

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board elected on July 9, 2015),)

Third Party Plaintiff,)

v.)

TOK COMMUNITY UMBRELLA)
CORPORATION (TCUC) (as represented)
by the Board who contends they were not)
removed from office by the membership),)

Third Party Defendant.)

Case No. 4FA-15-1930 CI

ORDER GRANTING MOTION TO SUBSTITUTE

TCUC, as represented by the Board elected on July 9, 2015, has moved to substitute into this action in place of Lisa Conrad, asserting that it is the real party in interest and the appropriate party to this litigation, and the court having considered any opposition thereto;

IT IS HEREBY ORDERED that the motion for substitution is GRANTED. TCUC, as represented by the Board elected on July 9, 2015, is hereby substituted in place of Lisa

COOK SCHUHMAN
& GROSECLOSE, INC.
714 FOURTH AVE., SUITE 200
POST OFFICE BOX 70810
FAIRBANKS, AK 99707-0810


(907) 452-1855
FACSIMILE
(907) 452-8154

LODGED
JUL 23 2015

Conrad in this litigation. The July 9, 2015, Board of TCUC shall act as trustee of TCUC until the final adjudication of this case.

IT IS FURTHER ORDERED THAT the status of plaintiff/third party defendant shall be amended to state their actual status, as listed in the caption on this order.

DATED this 17 day of August 2015.


Michael P. McConahy
SUPERIOR COURT JUDGE

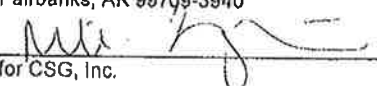
CERTIFICATE OF SERVICE

This is to certify that on the 24 day of July 2015, a copy of the foregoing is being faxed/ hand-delivered/ X mailed via Court Courier Service to the following attorney(s) or party(s) of record:

Elizabeth P. Hodes
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188 West Northern Lights Blvd., Suite 1100
Anchorage, AK 99503

Heidi M. Holmes
Burns & Associates
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Fairbanks, AK 99709-3940


for CSG, Inc.

I certify that a copy of the foregoing was distributed via:

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By J. Zimmerman Clerk

Date 8/18/15

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