

IN THE SUPERIOR COURT FOR THE STATE OF ALASKA

FOURTH JUDICIAL DISTRICT AT FAIRBANKS

TOK COMMUNITY UMBRELLA )  
CORPORATION, )

Plaintiff, )

vs. )

TOK CHAMBER OF COMMERCE, )  
INC., )

Defendant. )

LISA CONRAD, )

Third-Party Plaintiff, )

vs. )

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

Third-Party Defendants. )

Case No. 4FA-15-1930 CI

**MEMORANDUM IN SUPPORT OF TCUC SUBMISSION REGARDING**  
**JULY 9 ELECTION AND MOTION TO RETAIN STATUS QUO**  
**PENDING OUTCOME OF THIS LITIGATION**

Pursuant to the Court's June 23, 2015 directive and Alaska R. Civ. P. 7(b),  
Plaintiff/Third Party Defendant TOK Community Umbrella Corporation ("TCUC")  
hereby submits that the July 9, 2015 election proceedings were not valid and the  
purported new board of TCUC may not act on behalf of the corporation until the

1 allegations asserted in the First Amended Complaint have been fully litigated. At this  
2 time, TCUC's Board consists of Lisa Conrad, Theresa Woody, Rhonda VanZandt, and  
3 Tanya Tito.

4 The validity of the July 9 election has now been asserted in a First Amended  
5 Complaint and must be litigated in accordance with the civil rules. Lisa Conrad is  
6 directly adverse to TCUC in this litigation, and counsel for TCUC (the engagement of  
7 which was undertaken by TCUC's insurer) obviously cannot take instruction nor consult  
8 with Ms. Conrad. Thus, TCUC further requests that the court affirm and further clarify  
9 its prior ruling regarding the limitations on Ms. Conrad's stewardship for the corporation.  
10 Finally, TCUC requests an order that the purported board allegedly established on July 9  
11 is not authorized to act on behalf of the corporation unless and until a final judgment  
12 providing for such authorization is issued in this case.

### 13 I. Factual Background and Status of Events

14 This case was initially filed by TCUC as an FED action against the Chamber of  
15 Commerce, but has turned into a full-blown dispute regarding Board authority. When  
16 Conrad intervened in the matter and asserted claims against TCUC, TCUC's insurer  
17 arranged to engage defense counsel on TCUC's behalf. At the time of the June 23, 2015  
18 hearing, TCUC still believed that the primary focus of the case was TCUC's claims  
19 against the Chamber of Commerce. The court's rulings on June 23 clearly shifted the  
20 focus of the case to Conrad's claims and allegations regarding Board authority.

1 Conrad's June 8, 2015, Complaint against TCUC alleged that Tanya Tito was  
2 improperly appointed to the Board, that the Corporation should hear and act on an April  
3 16, 2015, motion to remove the entire Board, and the Directors seeking to evict the  
4 Chamber of Commerce did not have authority to do so. Complaint of Lisa Conrad, ¶¶ 6,  
5 8, 13 (June 8, 2015). At the time she filed her Complaint, Conrad was not alleging that  
6 Theresa Woody and Rhonda VanZandt had been removed from their seats and the events  
7 that purportedly removed them had not yet occurred.

8 At the time of the June 23, 2015 hearing, TCUC's Answer to Conrad's complaint  
9 was not yet due. Nonetheless, a preliminary evidentiary showing was made by Conrad in  
10 order to evaluate whether an eviction of the Chamber of Commerce could move forward.  
11 The scope of factual allegations asserted at the June 23, 2015 hearing far exceeded the  
12 scope of the claims and allegations in Conrad's June 8, 2015, Complaint against TCUC.  
13 TCUC's Complaint against the Chamber of Commerce was ultimately not heard.

14 On June 23, none of the pleadings in this case included any claims or allegations  
15 regarding the purported June 19 removal of Theresa Woody and Rhonda VanZandt. In  
16 fact, that purported removal had just occurred, only four days before the June 23 hearing.  
17 Likewise, no party had moved for a preliminary injunction with respect to any Board  
18 seats or corporate activities going forward. Nonetheless, the Court heard evidence  
19 relating to the June 19 hearing and was essentially asked to rule on new claims relating to  
20 those events.

1 As the Court correctly recognized, it was far too soon to issue any final  
2 determination regarding whether the June 19 removal proceedings were valid. Later, on  
3 July 6, 2015, Conrad amended her complaint to allege that Ms. Woody and Ms.  
4 VanZandt had been removed from their seats, and asking the Court to recognize the  
5 results of a July 9 election to fill the seats of Ms. Woody, Ms. VanZandt, and Ms. Tito.  
6 First Amended Complaint (July 6, 2015). Those claims and allegations are being timely  
7 answered by TCUC on the same date as this submission. TCUC is prepared to defend  
8 against Conrad's claims and allegations in due course.

9 At the June 23 hearing, the court requested that the parties submit their respective  
10 positions regarding the July 9 election by July 20, 2015. Thus, TCUC will address its  
11 current position on that issue. However, TCUC notes that it has a right to conduct further  
12 discovery (including written discovery and depositions) regarding events relating to the  
13 June 19 "hearing" and the July 9 election, before any final legal or factual determination  
14 is made regarding those events. Conrad is a single Board member who filed a complaint  
15 against the Corporation. The Corporation cannot be deprived its opportunity to defend  
16 the allegations simply because that Board member led a small portion of the community  
17 through a misguided and misinformed series of events.

## 18 II. Law and Argument

19 When a case or claim is brought by a party through civil litigation, the Court must  
20 proceed with that case in accordance with the Civil Rules regardless of whether the

1 claims are legal, equitable or otherwise. Alaska R. Civ. P. 1. While this case  
2 undoubtedly began in a procedurally awkward manner, at this point it is primarily about  
3 one Board member's claims and allegations against the Corporation. First Amended  
4 Complaint (July 6, 2015). (While Woody, VanZandt and Tito have been identified in the  
5 caption to the First Amended Complaint, no proof of service has been filed and TCUC  
6 does not believe any of them have been served with a summons and complaint to date.)  
7 TCUC has a right to defend those claims and allegations in due course.

8       There is nothing unique or unusual about a Board member or corporate  
9 membership bringing a dispute against a Corporation regarding removal, appointment or  
10 election proceedings. *Moses v. McGarvey*, 614 P.2d 1363 (Alaska 1980) (corporation  
11 sued by a director, corporation's president and shareholders, challenging propriety of the  
12 conducting of annual shareholders' meeting, and particularly the election of directors).  
13 Such cases are not litigated differently or subject to different procedural rules and  
14 mechanisms than other civil litigation. *See e.g., id.* (trial held and new election ordered);  
15 *Holmes v. Wolf*, 243 P.3d 584, 586-87 (Alaska 2010) (extensive proceedings, including  
16 trial, where plaintiff shareholders sought, among other things, an order directing the  
17 defendant directors to hold a shareholder meeting and new election for all directors);  
18 *Board of Directors of Philadelphia Masjid, Inc. v. Jones*, 2014 WL 2442849 (Pa.  
19 Commw. Ct. May 28, 2014) (unreported) (membership voted to remove directors and  
20  
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1 later held election to fill six vacant seats; removal of directors deemed invalid after  
2 seventeen months of litigation and a trial).

3 While there are mechanisms available to the community to remove directors and  
4 elect new ones without legal action, those mechanisms must be properly followed. It is  
5 the Corporation's position that the procedures relating to the June 19 events were  
6 improperly executed, misinformed and unlawful. The Corporation has a right to defend  
7 the claims and allegations asserted in this case, to ensure that its governance proceedings  
8 are conducted in an orderly and lawful manner.

9 1. The July 9 Election Purportedly Filled the Seats of Three Directors, but this  
10 Case Involves Significant Questions of Law and Fact Regarding Whether  
11 Those Seats Were Open for Election.

12 The July 9 election only occurred because Theresa Woody and Rhonda VanZandt  
13 were allegedly removed from their seats on June 19, 2015. Ms. Woody and Ms.  
14 VanZandt could not have participated in the election without effectively waiving any  
15 claim that Ms. Tito was properly appointed and the June 19 proceedings were improper.  
16 *See Nevins v. Bryan*, 885 A.2d 233, 246-250, 254 (Del. Ch. 2005) (barring ousted  
17 director's claims that he was improperly removed and others were invalidly appointed,  
18 due to acquiescence, estoppel, ratification and laches). More important, participating  
19 would have given credence to actions and events that undermine lawful governance of  
20 the Corporation.  
21

1 With respect to any purported election to fill Tanya Tito's seat on July 9, that  
2 election was likewise improper because there has been no final decision from this court  
3 regarding whether she was properly appointed in the first instance. The Corporation has  
4 taken the position in its pleadings that Ms. Tito was properly seated, and it intends to  
5 defend that position. Even if Conrad ultimately proves her allegations that Ms. Tito was  
6 improperly appointed, it is not clear that an election to fill her seat on July 9 would have  
7 been appropriate. According to TCUC's Bylaws,<sup>1</sup> a vacant Board seat is subject to  
8 appointment by a majority of the Board unless three or more seats are open at the same  
9 time. Bylaws, § 3; *see also*, AS 10.20.101 (establishing similar rule). As discussed in  
10 more detail below, TCUC does not believe that Ms. Woody and Ms. VanZandt were  
11 properly removed. Thus, even if Ms. Tito's seat was open on July 9 (which it wasn't), it  
12 would have subject to appointment, not election.

13 2. The June 19 "Hearing" and Events Leading Up to that Hearing Did Not  
14 Comply with TCUC's Governing Documents or the Law.

15 First, the June 19 "hearing" did not purport to remove Tanya Tito from her seat on  
16 the Board. There has been no formal proceeding to remove Ms. Tito from her seat, and  
17 until her term runs, she is removed in accordance with TCUC Bylaws, or the Court issues  
18 a final judgment stating that she was not properly seated, she remains a board member.

19 Second, TCUC does not have adequate information about the June 19 hearing to  
20 fully inform its position at this time. There is a great deal of information floating around

21 <sup>1</sup> A copy of the Bylaws is attached to Conrad's First Amended Complaint with Exhibit B.

1 regarding the hearing and the events leading up to the hearing, and the lawful governance  
2 of TCUC depends upon a careful analysis of those events. TCUC has a right to  
3 investigate and challenge the veracity of documents, witness accounts of the events, and  
4 the purported motivations of the individuals involved. For example, it is still unclear why  
5 Lisa Conrad or anyone with a fiduciary obligation to TCUC would challenge an eviction  
6 of the Chamber of Commerce.

7 Discovery will obviously be needed to determine key facts relating to the June 19  
8 “hearing.” However, based upon the information available to it, TCUC believes that the  
9 community members at that hearing may have been misled and/or misinformed about the  
10 facts, the relevant TCUC policy and the law. Below is a non-exhaustive discussion of  
11 many of the concerns that will need to be addressed in this litigation.

12 *a. This Dispute Includes Questions of Fact and Law Regarding the Scope*  
13 *and Validity of the Policy Purportedly Followed to Remove Ms. Woody*  
*and Ms. VanZandt and the Extent to Which it Was Purportedly Applied.*

14 Conrad and certain Members apparently relied upon the “TCUC Policy on  
15 Disciplinary & Board Removal Procedures” (“Policy”) to try and remove Ms. Woody  
16 and Ms. VanZandt.<sup>2</sup> Discovery is needed regarding how and when that Policy was  
17 adopted, but more importantly, what it means. The phrase “Board Removal Procedures”  
18 obviously appears in the title of the Policy, but the substance of the policy appears instead  
19 to speak to removal of members and officers of the Corporation – not Directors. The  
20

21 <sup>2</sup> A copy of the Policy is provided herewith as Exhibit A.



1 term "board member" is actually referenced only once in the text of the Policy<sup>3</sup> and there  
2 is no reference to the term "director." The Policy also contains a brief section purporting  
3 to cite from the Bylaws regarding the removal of "elected officers" serving "fixed terms."  
4 Aside from the fact that the Bylaws do not contain the cited text, TCUC officers are  
5 neither elected nor do they serve fixed terms.

6 The individuals involved in this case wear three separate hats with respect to the  
7 Corporation. They are members of the Corporation (being 18 or older and residents of  
8 Tok), they are Directors of the Corporation (elected or appointed as such), and they are  
9 Officers of the Corporation (elected or appointed as such). TCUC Bylaws and Alaska  
10 law impose different rules and standards for appointing, electing and/or removing officers  
11 versus directors. *See e.g.*, TCUC Articles of Incorporation,<sup>4</sup> Article 5; TCUC Bylaws, §§  
12 1, 3 and 4; AS §§ 10.20.081, .096, .101, and .126. Likewise, to the extent TCUC has  
13 adopted Roberts Rules of Order, those Rules also impose different rules and standards for  
14 appointment, election and/or removal of officers versus directors. And additional rules  
15 govern more generally the corporation's membership. *See* TCUC Articles of  
16 Incorporation, Article 5; AS § 10.20.051; Roberts Rules of Order, 9th Ed., Chapter XX  
17 (1990).

18  
19 <sup>3</sup> The first sentence of the Policy states: "In most nonprofit corporations it is understood that  
20 members and board members are required to be of honorable character and reputation."

21 <sup>4</sup> A copy of TCUC's Articles of Incorporation is attached to Conrad's First Amended Complaint  
as Exhibit B.

1           Ultimately, the Policy is ambiguous and may be inconsistent with the TCUC  
2 Bylaws or applicable law. Thus, discovery is needed to understand what portions of the  
3 Policy were purportedly followed by TCUC's membership and Ms. Conrad, to achieve  
4 what purpose, what those provisions mean, and the legal impact of the actions taken (e.g.,  
5 did they comply with the policy).

6                           *b. To the Extent the Policy is Applicable and Was Relied Upon by the*  
7                           *Membership, this Dispute Includes Question of Fact and Law*  
8                           *Regarding Whether the Policy was in Fact Followed.*

8           TCUC has a number of questions regarding the events that led up to and occurred  
9 on June 19, 2015. The minutes of the June 19 membership meeting (Ex. B hereto)  
10 indicate there was an executive session, and it is unclear without additional witness  
11 testimony and cross examination what specifically occurred during that executive  
12 session. For example, a punishment of board removal was purportedly announced by  
13 Frank Cook, and a motion was subsequently made to "vacate" board seats. Ex. B.  
14 However, none of the facts or evidence presented regarding the purported trial are  
15 apparent from the minutes, nor is it apparent whether a vote was held to actually remove  
16 Ms. Woody and Ms. VanZandt. *Id.* Of course, the Bylaws require a vote to remove a  
17 Board member. Bylaws, Section 4.

18           While this memorandum does not purport to address the full extent of why the  
19 attempted removal of Board Members (and the July 9 election) was invalid, the following  
20  
21

1 provides some examples of how the proceedings on and before June 19 failed to comply  
2 with the Policy.

3 **i. The Affidavit Initiating the June 19 Proceedings Went**  
4 **Beyond Mere General Allegations.**

5 The Policy provides that charges should be placed in affidavit form, include  
6 preliminary proof and be filed with the secretary. Ex. A. Moreover, Roberts Rules of  
7 Order cautions that a resolution of this type should avoid details and will be deemed  
8 improper if it implies the truth of the specific rumor. Roberts Rules of Order, 9th Ed., pp.  
9 646-47. In this case, sixteen Members submitted a detailed affidavit filing charges  
10 against Woody, et al., that: (i) was not filed with the TCUC secretary; (ii) implied the  
11 truth of rumors in the community; (iii) made conclusory statements; and (iv) referenced  
12 an expected finding of guilt. The affidavit stated in part: *"We expect that the current*  
13 *Board appoint a committee to investigate these charges promptly. At the conclusion of*  
14 *the investigation, we expect a trial in which they will be found guilty[.]"* See Ex. C,  
15 4/30/15 Affidavit (emphasis added).

16 **ii. The Investigative Committee Was Not a Valid Committee**  
17 **Under the Policy or Roberts Rules of Order.**

18 The Investigative Committee thereafter formed ("Investigative Committee") was  
19 similarly defective. As an initial matter, it is unclear whether the committee was  
20 purportedly selected by the Board or by the membership, but there was certainly no  
21 quorum board vote to appoint an Investigative Committee as required by the Bylaws to

1 transact business "*at any meeting . . . for any action taken*" by the Board. Bylaws,  
2 Section 2. Rather, it appears the Investigative Committee was selected by only two  
3 Board members.

4 Roberts Rules of Order also provides that a member of the corporation should  
5 offer a resolution to appoint an Investigative Committee when no non-members are  
6 present, and that such committee shall not charge an individual(s) until after an  
7 investigation has taken place. Roberts Rules of Order, 9th Ed., at p. 646. Also, the  
8 Policy states that the Investigative Committee should be selected based on the known  
9 integrity and good judgment of the individuals, and that strict confidence should apply to  
10 the investigation.

11 Here, no resolution appears to have been offered by a member to form an  
12 Investigative Committee or investigate charges. Conrad also made no effort to be  
13 selective with respect to the composition of the Investigative Committee or to evaluate  
14 their "known integrity and good judgment." Rather, she testified at the June 23, 2015  
15 hearing that she "asked for volunteers" to be on the Investigative Committee and simply  
16 picked from among the volunteers. Furthermore, the letter the Investigative Committee  
17 sent to Woody stated that she had already been charged with various violations. *See*  
18 Ex. D, Letter to Woody from Investigative Committee ("As you are aware, you have  
19 been charged . . . via an Affidavit . . . with failing to . . ."). Finally, the investigation  
20 was not accorded "strict confidence." In fact, it appears extensive information was  
21

1 posted on a public TCUC Facebook page about the charges against Woody and the  
2 others.

3 **iii. The Investigative Committee Did Not Adhere to**  
4 **Principles of Due Process, as Required by the Policy.**

5 By all accounts, little if any due process was accorded to Ms. Woody and Ms.  
6 VanZandt throughout these proceedings. The Policy clearly states that the secretary  
7 should send the accused member a registered letter containing a copy of the charges and  
8 advising the member (in part) of his/her right to attend the hearing and be represented by  
9 an attorney. Ex. A. The Investigative Committee, however, sent Woody a certified letter  
10 informing her that she could “be represented by another Member of TCUC, who must be  
11 a Member in Good Standing.” Ex. D, ¶ 7.c. Ms. Woody testified on June 23 that her  
12 attorney is not a TCUC Member and she was not aware of any Members who are  
13 attorneys, thus, she did not attend the trial because she did not believe she would receive  
14 due process. Any attempt to cure this issue at the hearing itself was too little too late to  
15 afford Ms. Woody any true due process.

16 In addition, the letter to Ms. Woody contained an altered affidavit by the Members  
17 (purporting to be the original affidavit) and additions were made to the original charges  
18 filed against Woody. Even Roberts Rules of Order requires an investigating body to  
19 provide the accused with a written report containing the course of its investigation and  
20 preferring charges. Roberts Rules of Order, 9th Ed., pp. 649-51. The letter provided to  
21 Woody and VanZandt did not outline the course of any investigation that may have been

1 conducted by the Investigative Committee. Nor did the Investigative Committee “meet  
2 with the accused for frank discussion and to hear his [or her] side of the story,” as  
3 dictated by Roberts Rules of Order. *Id.* at 648. Rather, Woody received an email  
4 inviting her to respond to the charges and to answer a set of prepared questions.

5 **iv. The Investigative Committee Was Not Authorized to**  
6 **Remove Board Members.**

7 Finally, no authority existed in the Policy (or the Bylaws or Roberts Rules of  
8 Order) to permit the Investigative Committee to remove a Board Member following the  
9 “trial.” Nevertheless, according to the minutes of the June 19, 2015 Special Membership  
10 Meeting, the Investigative Committee Chairman announced that all three of the accused  
11 were found guilty on all charges and that as part of their punishment, Woody and  
12 VanZandt were “removed from the Board of Directors.” Ex. B. This action was  
13 unauthorized under the Bylaws, the Policy and/or Roberts Rules of Order.

14 *c. This Dispute Also Includes Questions of Fact and Law Regarding*  
15 *Whether the Membership was Intentionally or Negligently Misled About*  
16 *the Facts Giving Rise to the Purported Removal Proceedings.*

17 Finally, TCUC expects to conduct discovery regarding whether and to what extent  
18 the membership may have been misled or may have misunderstood the events leading up  
19 to the June 19 proceedings, including the events in this lawsuit, as well as the underlying  
20 events that gave rise to the charges.  
21

1     **III. Conclusion**

2           Conrad's claims and allegations should be litigated in due course. Since the  
3     pleadings clearly give rise to a dispute about the validity of the June 19 "hearing" and,  
4     thus, the validity of the July 9 purported election, those claims and allegations are subject  
5     to discovery and review by a trier of fact. The Corporation takes the position the events  
6     on June 19 did not comply with its governing documents or the law. The current Board  
7     consists of Lisa Conrad, Theresa Woody, Rhonda VanZandt and Tanya Tito, unless and  
8     until further action is taken consistent with governing documents. Provided herewith is a  
9     proposed order to assist the parties in preserving the status quo pending final resolution of  
10    the many factual and legal disputes at issue in this litigation.

11           DATED this 20<sup>th</sup> day of July, 2015.

12                           DAVIS WRIGHT TREMAINE LLP  
13                           Attorneys for Tok Community Umbrella  
14                           Corporation

15     By: 

Elizabeth P. Hodes, ABA #0511108

Certificate of Service

On the 20<sup>th</sup> day of July, 2015, a true and correct copy of the foregoing document was sent by

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

to the following parties:

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By: 

Debra Anderson



TOK COMMUNITY UMBRELLA CORPORATION  
TCUC Policy on Disciplinary & Board Removal Procedures

In most nonprofit corporations it is understood that members and board members are required to be of honorable character and reputation. Although nonprofit corporations seldom have occasion to discipline members, a nonprofit corporation has the ultimate right to make and enforce its own rules and to require its members to refrain from conduct injurious to the corporation or its purpose. No one should be allowed to remain a member if his/her retention will do this kind of harm. The right of members to oppose ideas and candidates does not extend to the right to undermine the organization itself. If after the majority has made a decision some members continue to oppose to the point where the organization has difficulty in functioning or is in danger of being destroyed, the governing board or the membership should protect the corporation by taking proper disciplinary action.

A member can be terminated and removed because of a violation of an important duty to the organization or a breach of a fundamental rule of principal of the organization.

1. *Offenses Occurring in the Meeting:* Robert's Rules of Order Newly Revised, 9<sup>th</sup> Edition, shall be followed.

Formal disciplinary procedures should generally be regarded as a drastic step reserved for serious situations or those potentially so. When it appears that such measures may become necessary, proper and tactful handling of the case is of prime importance. It is usually in the best interest of the corporation to first make every effort to obtain a satisfactory solution of the matter quietly.

A proceeding to remove a member must not violate any rules, bylaws, or procedures of the corporation or any of the member's rights under the law. The primary requisite for removal proceedings are due notice and a fair hearing. Robert's Rules of Order Newly Revised, 9<sup>th</sup> Edition, shall apply to procedure.

*Offenses Elsewhere than in a meeting*

1. *Charges:* Charges in affidavit form stating the alleged violations and preliminary proof should be filed with the secretary.
2. *Investigation:* The proper committee should investigate the charges promptly and if it decides that a hearing is warranted set a date and notify the secretary. This committee are members selected for known integrity and good judgment. There will be an order of strictest confidence in these matters and investigation.
3. *Notification:* The secretary should send the accused member a registered letter at least fifteen days before the date of the hearing, containing a copy of the charges, the time and place of the hearing, and a statement of the member's right to be present at the hearing, to present a defense, to be represented by an attorney, and to receive a copy of the transcript.
4. *Hearing:* In conducting the hearing the committee should preserve decorum and fair play, restrict evidence and testimony to the written charges, and uphold the right of the accused member to present a defense, to cross-examine witnesses, and to refute charges which have been made.
5. *Trial:* Robert's Rules of Order Newly Revised, 9<sup>th</sup> Edition, shall be followed.

*Misconduct or Dereliction of Duty in Office*

Any regularly elected officer of a corporation can be deposed from office for cause—that is, misconduct or neglect of duty in office as follows:\

The bylaws provide that officers shall serve only a fixed term, or if they provide that officers shall serve "for \_\_\_ years and until their successors are elected" an officer can be deposed only by following the procedures for dealing with offenses by members outside a meeting: that is, an investigating committee appointed, it must prefer charges, and a formal trial must be held.

Adopted by TCUC board of directors 7-8-99 and restated & adopted on 3-10-05.



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



June 19, 2015

Special Membership Meeting

Bill Drake called the meeting to order at 6:00 p.m. at the Tok Main Street Visitors Center with 86 members in attendance.

Bill Drake announced that John Zabielski died yesterday and requested a moment of silence in respect of his memory.

Bill Arpino moved to accept Bill Drake as the initial chair for the meeting. The motion was seconded and passed unanimously.

Bill Drake asked if anyone was opposed to Kathy Morgan keeping minutes for the meeting? No.

Kathy Morgan moved to accept the agenda for the meeting (attached). Motion was seconded by Bonnie Achman and passed unanimously.

Bill Drake pointed out that AS 10.20.061(c) requires that 1/20 of the membership must petition for a membership meeting if the Articles and bylaws do not specify otherwise. The State's website indicates that there are 1045 people age 16 and over living in the Tok area. The Division of Elections shows 1109 registered voters in the Tok precinct. Using the larger number, that would mean we need 55 signatures of members to call a special membership meeting. 140 members had signed the petition for the meeting by June 8, 2015.

Vanessa Thompson moved that the meeting was properly called. Motion was seconded by Bonnie Achman and passed unanimously.

Bill Drake stated that AS 10.20.066 provides that written notice of a special meeting stating the time, place and purpose of the meeting must be delivered either personally or by mail to each member entitled to vote at the meeting, at least 10 days before and not more than 50 days before the meeting. Notice of this meeting was posted at the Post Office, Tok MiniMart, Young's Chevron, Three Bears, and the bank on June 9th. A boxholder mailing of the notice to all Tok box holders was also mailed on June 9th. Buddy Johnson moved that the meeting was properly noticed to the membership. Motion was seconded by Gary Antrim and passed unanimously.

Bill Drake reported that an investigative committee was appointed at the May 14th, 2015, regular TCUC meeting. By attrition of committee membership, it ended up being composed of:

Bill Drake  
Conni Bishop  
Diane Ervin

Bonnie Achman moved that we accept and ratify the committee. The motion was seconded by Jeff Cavazza and passed with all in favor.

Bill Drake announced that Dennis Bishop is willing to serve as the trial manager. He is familiar with the situation and a member in good standing. Jeff Cavazza moved to accept Dennis Bishop as the trial manager. Motion was seconded by Bonnie Achman and passed unanimously.

Bill Drake then introduced Frank Cook, a member living on West 1st Street. Frank Cook is relatively new in the community (has been spending the summers here for 5 years, most recently teaching in Northway, and now a full time resident) and so has not been involved in the controversies. Mr. Cook is willing to serve as the presiding officer for the remainder of the meeting. The three accused (Theresa Woody, Rhonda VanZandt, and Alvin Bates) were asked if they had a preference. Theresa Woody was the only one who responded, she stated that they don't recognize this proceeding, and she named no preference. Spike Jorgensen moved that we approve Frank Cook as our presiding officer. Motion was seconded by Ruby Smith and passed with none opposed.

The chair was turned over to Frank cook at 6:11 p.m. He stated that we will be using Robert's Rules of Order, 9th Edition, for the trial. Kathy moved that we enter executive session. Sue Standliff seconded the motion. Motion passed with none opposed.

The meeting went into executive session at 6:16 p.m.

The meeting came out of executive session and back to a public meeting at 8:04 p.m.

Chairman Frank Cook announced that during executive session all three of the accused were found guilty on all charges.

The charges were:

In essence that Theresa Woody (Seat A), Rhonda VanZandt (Seat B), and Alvin Bates (formerly Seat E) knowingly and willing refused to follow the required noticing and public meeting provision of the Tok Community Umbrella Corporation.

Theresa Woody:

Violated Article 6 of the Articles of Incorporation by participating in a special email meeting on April 14, 2015, attempting to authorize legal fees of \$1000 and to appoint Tanya Tito to Board Seat C without proper notice or holding the meeting in public.

Violated Article 6 when after the Annual Membership Meeting of April 16, 2015, they improperly held the election of officers after the meeting was adjourned and allowed Tanya Tito, not properly appointed to the board, to vote.

Violated Article 6 when they held a special email meeting on April 29/30, attempting to authorize the eviction of the Chamber of Commerce without proper notice or holding the meeting publicly or even informing the other Board members of the vote after they had asked for a properly noticed executive session.

That the votes of John Bristol and Lisa Conrad were falsely represented into the record and to the membership in regard to these votes.

Rhonda VanZandt:

Violated Article 6 of the Articles of Incorporation by participating in a special email meeting on April 14, 2015, attempting to authorize legal fees of \$1000 and to appoint Tanya Tito to Board Seat C without proper notice or holding the meeting in public.

Violated Article 6 when after the Annual Membership Meeting of April 16, 2015, they improperly held the election of officers after the meeting was adjourned and allowed Tanya Tito, not properly appointed to the board, to vote.

Violated Article 6 when they held a special email meeting on April 29/30, attempting to authorize the eviction of the Chamber of Commerce without proper notice or holding the meeting publicly or even

informing the other Board members of the vote after they had asked for a properly noticed executive session.

That the votes of John Bristol and Lisa Conrad were falsely represented into the record and to the membership in regard to these votes.

Alvin Bates:

Violated Article 6 of the Articles of Incorporation by participating in a special email meeting on April 14, 2015, attempting to authorize legal fees of \$1000 and to appoint Tanya Tito to Board Seat C without proper notice or holding the meeting in public. And

Violated Article 6 at the Annual Membership Meeting of April 16, 2015, when he seated Tanya Tito improperly to the Board, and

Violated Article 5 and Section 4 of the Bylaws at the Annual Membership Meeting of April 16, 2015 when he refused to allow a proper motion and second by the members to vote to remove three members of the board of directors.

Frank Cook further announced that as part of their punishment, Theresa Wondy and Rhonda VanZandt were removed from the Board of Directors. All three are reprimanded and/or censured by the membership. All three are further not allowed to serve on the Board of Directors for a period of at least five years beginning on 6/19/15.

Frank Cook turned the meeting over to Lisa Conrad, member of the Board of Directors.

Madge Kelleyhouse was requested to repeat her motion from the April Annual Meeting, so she moved to exercise Section 4 of the Bylaws to remove the directors in Seats A, B, C, and E. Kathy Morgan suggested amending the motion to remove directors in Seats A, B, C, and D, since Lisa Conrad now fills seat E. Madge did so and Bill Drake seconded the motion. Jerry Jernigan moved to amend the motion to say that those seats be vacated. Motion was seconded and the motion to exercise Section 4 of the bylaws by vacating Director Seats A, B, C, and D passed with all in favor.

Dennis Bishop moved that we publish the results of the trial and Section 4 vote in the *Middle News*. Jeff Givazza seconded the motion. Dave Stancliff amended the motion to include sending a boxholder mailout to the membership. Kathy Morgan seconded. Sue Stancliff amended the motion to also send it to the Fairbanks paper. Seconded by Maury Shultz. Motion passed with none opposed.

Madge Kelleyhouse moved that we schedule an election meeting to fill the four vacant seats. Scott MacManus seconded the motion. There was some discussion that there has to be at least 10 days notice. After some discussion, date for the election was scheduled for July 9th at the TCUC regular board meeting. Motion passed unanimously.

Buddy Johnson moved that we adopt a resolution from the assembly to freeze the bank accounts until we've had the election. Motion was seconded by Bill Drake and passed unanimously.

Dennis Bishop moved that we have our attorney (Zane Wilson) send a letter to the four members removed from the board (Rhonda VanZandt, Theresa Wondy, Alvin Bates, and pretender Tanya Tito) requiring them to return all books, records, checks, keys or other TCUC property within five days to Lisa Conrad or our attorney. Seconded by Bill Drake and passed unanimously.

Dave Kelleyhouse moved that we conduct an internal audit of the TCUC books at the soonest time possible and hold the removed board members personally responsible if any inappropriate expenditures are discovered. Motion was seconded by Dave Stancliff. Dennis Bishop moved to amend by specifying that the auditors will consist of two board members and 2 non-board members. Bill Drake seconded. Motion passed with one opposed, all others in favor.

Dave Starckiff moved that we request all email communications between board members that relate to TCUC business be made available to the new board members. Motion was seconded by Spike Jergensen and Terry Summerx. Motion passed with seven opposed.

Dennis Bishop moved to adjourn the meeting. Buddy Johnson seconded the motion. It passed and the meeting was adjourned at 8:40 p.m.

Respectfully Submitted,

Kathy Morgan

Note: Throughout these minutes for greater clarity to the membership, I have used the nicknames by which members are commonly known, rather than their legal names. Following is a translation for those for whom I am aware of both nickname and legal name.

Bill Drake ~ William Drake  
Bill Arpino ~ William Arpino  
Bonnie Aehman ~ Diane Aehman nee Jenkins  
Mudge Kelleyhouse ~ Madeline Kelleyhouse  
Buddy Johnson ~ Roy Johnson  
Mzury Shultz ~ Maurice Shultz

## AFFIDAVIT

April 30, 2015

Pursuant to the **TOK COMMUNITY UMBRELLA CORPORATION TCUC Policy on Disciplinary & Board Removal Procedures**, we submit this affidavit filing charges against the Directors in seats A (Theresa Woody) and B (Rhonda VanZandt) for knowingly and willingly violating the Sunshine Laws as well as the TCUC Meeting Rules and Procedures. Furthermore, we would like to reprimand the former Director of Seat E (Alvin Bates) for these same charges. We the undersigned members of TCUC make a formal complaint and request that the Directors in seats A (Theresa Woody), C(Tanya Tito) and B(Rhonda VanZandt) be removed from their seats.

During the April 9, 2015 Board Meeting, the appointment of Seat C was on the agenda. It was never brought to a vote before the meeting was adjourned. During the Annual Meeting on April 16, 2015 it was announced that Tanya Tito would fill Seat C. According to the Director of Seat B(John Bristol) this was decided by an email vote of which he objected.

We strongly object to this appointment because it was illegal and goes against the TCUC's Meeting Rules and Procedures. While the board is charged with appointing someone to fill a vacant seat, it must be done at a public meeting. Decisions may not be made at a workshop or in executive session.

### Meeting Rules and Procedures of the Tok Community Umbrella Corp

#### **SECTION 1 RULES, PURPOSE AND EFFECT**

1. TCUC board meetings must be noticed and conducted in accordance with applicable open meetings statutes and other law.
2. "Sunshine laws" require meetings be open to the public. These laws do not necessarily ensure that members of the public will be allowed to address the board, but they do guarantee that the public can attend the meetings.

#### **SECTION 3 WORKSHOP MEETINGS.**

1. The Board may conduct workshop meetings or study sessions on matters, which are expected to come before the Board for formal action at a regular meeting or otherwise need study by the Board. Items to be considered will be placed on an agenda as required by the open meetings statutes.
3. Final action on items is not taken at workshop or study sessions. No formal vote of the TCUC board in favor or against any agenda item may be taken at a workshop or study session.

#### **SECTION 4 EXECUTIVE SESSIONS**

1. The TCUC may conduct executive sessions on matters that come before the board. The meeting must first be convened as a public meeting and the question of holding an executive session shall be determined by a majority of the board.
2. Executive sessions are closed to the public.
3. Four general subjects which may be considered in a executive session are:
  - A. Matters, the immediate knowledge of which would clearly have adverse effect upon the finances of the public entity.
  - B. Subjects that tend to prejudice the reputation and character of a person.
  - C. Matters, which by law, are required to be kept confidential.
  - D. Matters involving consideration of government records that by law are not subject to public disclosure.
4. No action can be taken during executive session except to give direction to an attorney or labor negotiator regarding the handling of a specific legal matter.
5. Any action taken by the board must be done after a motion is made and passed to close executive session and reconvene back to a public meeting.

Because of the gross violation of the Sunshine Laws as well as the TCUC Meeting Rules and Procedures, we feel that the director in Seat C (Tanya Tito) cannot legally fill this seat.

We expect that the current Board appoint a committee to investigate these charges promptly. At the conclusion of the investigation, we expect a trial in which they will be found guilty. We expect that the membership will be allowed a vote to remove them from office under Section 4 of the TCUC Bylaws.

**TCUC Bylaws**

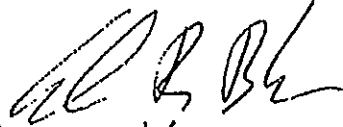
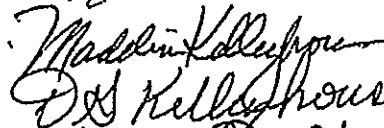

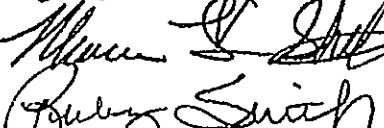
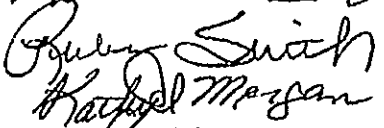
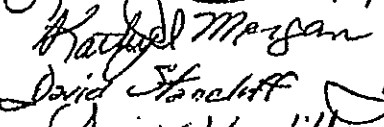
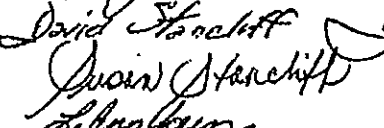
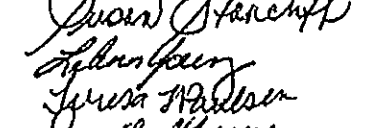
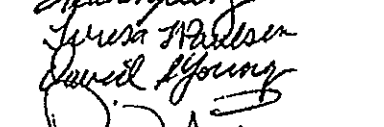
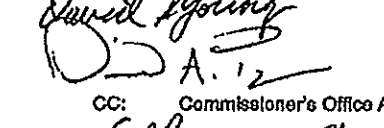
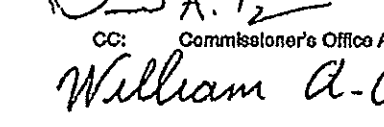

**Section 4 Removal of Directors:** Any director may be removed by a majority of the members who vote on the issue, or by two-thirds (2/3) of the Board of Directors, whenever, in their judgment, the best interests of the corporation would be served by so doing.

Since there will be more than 3 vacancies we will invoke Section 3 of the TCUC Bylaws.

**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.

We expect this affidavit to be read into the minutes at the next TCUC Board Meeting on May 14, 2015.

We the undersigned to hereby affirm this 30 day of April, 2015.

 Dennis R Bishop Box 374 Tok  
 MADELINE KELLEYHOUSE 70 Box 478, TOK, AK 99780  
 David G. Kelleyhouse PO Box 478, Tok, AK 99780  
 Maurice L Shultz PO Box 511 Tok AK 99780  
 Ruby Smith P.O. Box 692 Tok, AK 99782  
 KATHY I. MORAN PO Box 342, Tok, AK 99780  
 SUSAN STANCLIFF PO Box 635, Tok AK 99780  
 Letitia Young PO Box 633, Tok, AK 99780  
 Teresa L Paulsen PO Box 351, Tok, AK 99780  
 DAVID S. YOUNG PO Box 222 Tok AK 99780  
 David A. Young PO Box 351 Tok, AK 99780  
 William A. Arpino P.O. Box 910, Tok Ak 99780

CC: Commissioner's Office Alaska Department of Commerce, Community, and Economic Development

William A. Arpino WILLIAM ARPINO. POB 111 TOK

CONTINUED ON PAGE 3

Walter P Scofield Walter P Scofield P.O. Box 945 Tok  
Tok, AK. 99780

Eva D. Scofield EVA D. Scofield P.O. Box 945  
Tok, AK. 99780

STATE OF ALASKA } ss.  
4th JUDICIAL DISTRICT }

This is to certify that the above named, 15 community members  
personally appeared before me and acknowledged that  
he/she executed the foregoing Affidavits  
as his/her free and voluntary act and deed for the use  
and purpose therein mentioned.

Sworn and subscribed to before me this 30 day of

April 20 15 at Tok, Alaska,

Lauren E. Burnham  
Clerk of Court  
Expire: When duties terminate



Tok Community Umbrella Corporation  
Investigative Committee

Ms. Theresa Woody  
Box 1028  
Tok, Alaska 99780

Dear Ms. Woody,

As you are aware, you have been charged by 15 Members of the Tok Community Umbrella Corporation (TCUC), via an Affidavit certified by the Tok Alaska State Court, with failing to hold TCUC meetings in accordance with the organizations requirements, namely to properly notice meetings, and to hold them in public. At the May 14<sup>th</sup> meeting, an Investigative Committee was requested by two Directors, the 15 Members who signed the affidavit, and a majority of the members who attended the meeting, with none dissenting. The Committee was subsequently formed made up of volunteers from the member attendees, to look into these charges. The charges are made against two current Directors, and one former Director, alleging offenses that occurred after regular meetings, and having illegal meetings. These charges if true, may constitute Misconduct and Dereliction of Duty in Office, potentially resulting in sanctions up to and including exclusion from membership in the Tok Community Umbrella Corporation.

The Investigative Committee will determine whether or not the charges have merit, and if warranted, will prefer charges for which a hearing will be held.

The Investigatory Committee is made up of the following TCUC members in good standing:

- Bill Drake,
- Conni Bishop,
- Scott MacManus (Chair),
- Diana Ervin
- Mr. Mike Cronk (*recused himself due to conflict of interest, and has withdrawn, citing a conflict with Ms. Tanya Tito who is named in the complaint.*)

The Affidavit Statement of Charges made April 30, 2015, says, in essence that:

Theresa Woody (Seat A), Rhonda VanZandt (Seat B), and Alvin Bates (formerly Seat E), knowingly and willingly refused to follow the required noticing and public meeting provisions of the Tok Community Umbrella Corporation. Specifically this complaint pertains to the following meetings:

- a. Special Email meeting of April 14, 2015, attempting to authorize legal fees and appoint Board Seat without Notice and not in Public
- b. Regular Meeting of April 16, 2015, electing officers of the Board after the meeting was adjourned.
- c. Special Email meeting of April 29/30, attempting to authorize on the eviction of the Chamber of Commerce without Notice and not in Public

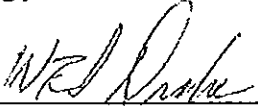
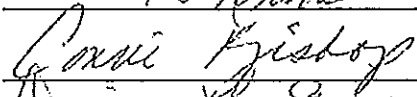
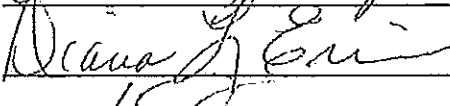
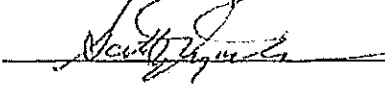
The Investigative Committee is reviewing available documents. If we could get some information from you, that would be helpful as we move this investigation forward, and bring the issue properly to a resolution and conclusion.

- Please an explanation of your reasons that you feel the Articles of Incorporation, the By-laws, and Rules and Procedures do not require the Board to hold meetings that are noticed as provided, and in public.
- Please provide copies of any non-privileged communications regarding the information or instructions that you received from the lawyer on rules for conducting the "e-mail" meetings.
- Please provide the TCUC agenda and minutes for the following meetings:
  - o July 8, 1999, July 18, 1999, March 10, 2005, April 14, 2011
- Anything else that any of you would like to provide that might help to clarify the intent for conducting meetings the way you did.

If you would like to speak directly with the committee, please advise the Chair at [kavikconsulting@gmail.com](mailto:kavikconsulting@gmail.com), and we will set that up for you. If you would like to make a written statement of explanation on the matter for the record, that may also help to clear up some questions or misunderstandings that we have regarding what information the TCUC lawyer told you about holding public meetings.

As an aside, we reviewed the statements made by Ms. Woody in the May 21<sup>st</sup> edition of the Mukluk regarding the appointment of the Investigatory Committee, and want to make it clear that the authority for this action is derived directly from the Membership and the TCUC Bylaws. The committee was called for by two Directors of the TCUC Board, against two other Directors. At this time the Board of Directors of TCUC, individually or collectively, have no authority over our investigation, or on our findings. To attempt to affect in any way the outcome of this investigation would be a conflict of interest, since you are ones being investigated. We do intend to present our findings to the membership as soon as is possible.

Thanking you in advance for your cooperation.

	Bill Drake
	Conni Bishop
	Diana Ervin
	Scott MacManus

1 Tok Community Umbrella Committee  
Investigative Committee  
2 Tok, Alaska, 99780  
3  
4

5 HEARING & TRIAL BY THE MEMBERSHIP

6 OF

7 Tok Community Umbrella Corporation

8  
9 Tok Community Umbrella Corporation ) Case No: 2015-01  
10 (TCUC) and 15 Members and One )  
11 Director, as ) Notice of Hearing and Trial  
12 Plaintiff(s), )  
13 vs. )

14 Theresa Woody,  
15 Rhonda VanZandt,  
16 Alvin Bates, as

17 Defendant(s)

18 TO: Theresa Woody, member of TCUC Board of Directors  
19 Rhonda VanZandt, member of TCUC Board of Directors  
20 Alvin Bates, Former member of TCUC Board of Directors

21  
22 FROM: TCUC Investigatory Committee  
23

24 1. On April 29th, 2015, charges by the 15 aforementioned Members of  
25 TCUC were noticed to the Defendants via Certified Affidavit, to  
26 Director Theresa Woody and Director Rhonda VanZandt, via certified  
27 mail. On May 14th at the regular membership meeting of Tok Community  
28

1 Umbrella Corporation, the members initiated an investigatory  
2 committee to review the charges.

3 2. The Investigatory Committee is made up of the following members of  
4 the TCUC who are in Good Standing:

5 a. Bill Drake

6 b. Diana Ervin

7 c. Conni Bishop

8 3. Following the May 14<sup>th</sup> Meeting where the Committee was convened, and  
9 Woody and VanZandt were present, Formal Notice of the Investigation  
10 was provided to Woody and VanZandt on May 26<sup>th</sup>, 2015, via email and  
11 regular mail. They were invited to respond to the charges and to  
12 answer questions if they chose. Theresa Woody indicated via email  
13 that she would respond "in several days", but as of this date, June  
14 2<sup>nd</sup>, 2015. (8 days later) has not. Rhonda VanZandt rejected the  
15 notice by "returning the letter to sender" (Exhibit "A"), and has  
16 not responded to the email. Alvin Bates has not responded at all.

17 4. The Affidavit of Charges was made April 30, 2015. The complaint  
18 pertains to actions taken at the following meetings, and says, in  
19 essence that:

20 a. Theresa Woody (Seat A), Rhonda VanZandt (Seat B), and Alvin  
21 Bates (formerly Seat E), knowingly and willingly refused to  
22 follow the required noticing and public meeting provisions of  
23 the Tok Community Umbrella Corporation.

24 5. The TCUC Investigatory Committee has examined all available evidence, and  
25 has determined that there is sufficient cause to Prefer Charges against  
26 Theresa Woody and Rhonda VanZandt, and Alvin Bates, to the general  
27 membership for Trial.  
28

- 1 a. That Alvin Bates, Theresa Woody and Rhonda VanZandt violated  
2 Article 6 of the Articles of Incorporation and participated in  
3 a Special Email meeting on April 14, 2015, attempting to  
4 authorize legal fees of \$1000 and to appoint Tanya Tito to  
5 Board Seat "C", without proper notice or holding the meeting  
6 publicly, and;
- 7 b. That Alvin Bates violated Article 6 at the Annual Membership  
8 Meeting of April 16, 2015, when he seated Tanya Tito  
9 improperly to the Board, and;
- 10 c. That Alvin Bates violated Article 5 and Section 4 of the  
11 Bylaws at the Annual Membership Meeting of April 16, 2015,  
12 when he refused to allow a proper motion and second by the  
13 members to vote to remove three members of the Board of  
14 Directors, and;
- 15 d. That Theresa Woody and Rhonda VanZandt violated Article 6 when  
16 after the Annual Membership Meeting of April 16, 2015 they  
17 improperly held the election of Officers after the meeting was  
18 adjourned over the objections to two members and allowed Tanya  
19 Tito, not properly appointed to the Board to vote, and;
- 20 e. That Theresa Woody and Rhonda VanZandt violated Article 6 when  
21 they held a Special Email meeting on April 29/30, attempting  
22 to authorize on the eviction of the Chamber of Commerce  
23 without proper notice or holding the meeting publicly or even  
24 informing the other Board Members of the vote after they had  
25 asked for a properly noticed Executive Session, and;
- 26 f. That the votes of John Bristol and Lisa Conrad were falsely  
27 represented into the record and to the membership in regard to  
28 these votes.

- 1           6. Therefore, the Investigative Committee recommends that the Accused stand  
2           trial using the procedures outlined in Robert's Rules of Order.
- 3           7. A Trial by the Membership of Tok Community Umbrella Corporation will  
4           be commenced in a Membership Assembly at 6pm on June 19<sup>th</sup> at the Tok  
5           Civic Center in accordance with the TCUC Disciplinary and Board  
6           Removal Policies, following the procedures outlined in Robert's  
7           Rules of Order for a Members trial, as follows:
- 8           a. The Investigatory Committee will recommend a person of good  
9           repute and standing in the organization to represent the  
10          members, as the Trial Manager, to present the Investigative  
11          Committee's Report and other facts of the case.
- 12          b. The Presiding Officer will be a Member in good standing, who  
13          will convene the Trial, will rule on the processes, and will  
14          call a vote of the Assembled Membership at the conclusion.
- 15          c. The Accused may be represented by another Member of TCUC, who  
16          must be a Member in Good Standing.
- 17          d. The Hearing will proceed as follows:
- 18           i. Opening Statement of the Charges by the Trail Manager.
- 19           ii. Opening Statement by the Accused or their representative
- 20           iii. Witnesses testimony against the Accused
- 21           iv. Witness testimony for the Accused
- 22           v. Rebuttal of Witnesses
- 23           vi. Closing Arguments by the Trail Manager
- 24           vii. Closing Arguments by the Accused
- 25           viii. When the Arguments are concluded, the Accused will leave  
26           the room. Because the Trail will take place before the  
27           Assembly, Witnesses and Managers, and Representatives of  
28           the Accused, may remain in the room.

1 ix. The Members Assembled will Vote on each of the Charges,  
2 "guilty" or "not guilty".

3 x. Subsequent to the Vote, if "not-guilty", all rights,  
4 privileges and Authorities will be restored immediately.  
5 If "guilty", a motion for Penalty will be made from the  
6 Membership Assembly. The motion may range from a  
7 reprimand, to Expulsion from TCUC.

8  
9 8. As these Charges have now been Preferred, all rights and privileges  
10 and authorities of these members as Officers of the Corporation, are  
11 hereby suspended pending the disposition of the Trial. Theresa  
12 Woody and Rhonda VanZandt may not preside over or sit as a member of  
13 the Board of Directors, pending disposition.

14 9. The Trial as a Formal Hearing will proceed as scheduled, whether or  
15 not the Accused attends.

16 10. The Trial will be held in a Membership Assembly, and will not be  
17 open to the Public. Only Members in Good Standing may attend.

18  
19  
20 Dated this 2nd day of June, 2015

21  
22 (s) Wm. I. Drake  
23 Committee Chair  
24 Tok, Alaska 99780  
25  
26  
27  
28

Exhibits

1  
2 "A" Copy of letter sent to Rhonda VanZandt marked "Return to Sender"  
3 "B" Documentation of April 14<sup>th</sup> "Special Email Meeting"  
4 "C" Documentation of April 29<sup>th</sup> "Special Email Meeting"  
5 "D" Video Recordings will be Shown  
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