

PETITION TO HOLD VOTE TO RECALL DIRECTOR

April 29, 2021

MEMBER RIGHT TO RECALL DIRECTOR(S)

- Elected Directors may be removed prior to expiration of their term by a vote of the members.
- The members may start the process by collecting properly filled out and signed petitions from at least 5 percent of the membership.
- If the petition is valid, the Board of Directors has a duty to conduct the member recall vote by secret mail in ballot.
- The Board's role in this matter is not to consider the substance of the recall effort, but only to determine whether the petition is valid and therefore whether the member vote should proceed.

TAHOE DONNER ASSOCIATION BYLAWS

ARTICLE VII, SECTION 6(D)

- Consistent with California Corporations Code Section 7222(a), the Bylaws provide that a recall petition must be presented in person to the president, vice president or secretary of the Association, and must include:
 - The signatures of Members in good standing who represent at least 5 percent of the voting power of the membership.
 - A brief statement of the reason(s) the petitioners are seeking the director's removal.
 - The signature and Lot number(s) of each petitioning Member in his or her own handwriting.
 - The name(s) of the principal sponsor(s) or initiator(s) of the petition
 - and fulfill all other requirements required by law.

PETITION FOR THE RECALL OF DIRECTOR ROTH

- A petition to hold a recall vote was delivered to Secretary Murrell on April 12, 2021.
- The petition had been circulated electronically using a web-based program and filled out and “signed” electronically.
- The petition presented does not comply with the TDA Bylaws because it does not include the signature and Lot number(s) of each petitioning Member in his or her own handwriting.
- The Sponsor recognizes the noncompliance but believes that the Bylaws are superseded by either pandemic related emergency measures or other California Law.

ANALYSIS OF PETITION

- Legal counsel has reviewed the petition and completed additional research, and has issued an opinion that concludes:
 - The petitions submitted do not include the signature and lot number(s) of each petitioning member in his or her own handwriting.
 - This Bylaw requirement has not been superseded and rendered void by any pandemic related emergency orders or other California law.
 - The petition is thus invalid on its face and should be rejected by the Board.

ACTION ON RECALL PETITION - RECOMMENDATION

The Recommendation of staff and legal counsel is to, by motion, find:

- That the petition to recall Director Jim Roth is invalid and therefore the requested recall election shall not be conducted by TDA; and
- That staff be directed to send a formal response to the sponsor, along with a copy of counsel's legal opinion, and to make the legal opinion available on the TDA website for interested members.

THANK YOU