



Adam R. Rakunas <rakdaddy@gmail.com>

TERMINATION OF MEMBERSHIP & CEASE AND DESIST NOTICE

Becki Kammerling <becki@sustainable-lawyer.com>
To: rak@giro.org

Thu, Jul 12, 2012 at 3:30 PM

SENT VIA EMAIL AND CERTIFIED MAIL - RETURN RECEIPT REQUESTED

RE: Wilshire/Montana Neighborhood Coalition Termination of Membership

Dear Adam Rakunas:

I am the attorney of record for the Wilshire/Montana Neighborhood Coalition, a California public benefit corporation (hereinafter called "Organization"). Because the Organization is represented by legal counsel, you are not permitted to contact it, any of its board members, officers, employees or agents regarding the matters set forth in this letter and must direct any and all correspondence to my legal office.

TERMINATION OF MEMBERSHIP

On July 11, 2012 at 7:30 PM, the Board of Directors voted to irrevocably and permanently terminate your membership in the Organization effective as of July 27, 2012. The vote was held at a duly noticed Special Meeting of the Board of Directors. Seven Directors were present at the meeting, and a quorum was met.

Article II Section 4 of the Organization's bylaws state:

"Any members acting in opposition to the rules and procedures of this organization shall have his or her membership terminated by approved action of the board of directors."

You have acted in opposition to the rules and procedures of the Organization in several respects which may include one or more the following acts:

1. Failing to follow the corporate formalities by participating in and conducting an unauthorized election to elect members of the Board outside of a properly noticed and called Annual Meeting pursuant to Article III of the Organization's Bylaws and by taking unauthorized actions in violation of California Corporations Code §§ 5510-5517.

2. Failing to follow the "Standards of Behavior that Promote Civility at all Public Meetings Adopted by the Santa Monica City Council," which have been adopted as rules of and followed by the Organization. Specifically, your actions on June 9, 2012, at the Wilmont Community Meeting were in contravention to the following rules: (1) treat everyone courteously, (2) listen to others respectfully, (3) exercise self-control, (4) give open-minded consideration to all viewpoints, (5) focus on the issues and avoid personalizing debate, and (5) embrace respectful disagreement and dissent as democratic rights, inherent components of an inclusive public process, and tools for forging sound decisions.

3. Acting in opposition to the Organization's purpose, which in part states in Article I, Section 2, "to work towards a safe and secure community in which to live and work." Specifically, your action in violation of the Standards of Behavior That Promote Civility at all Public Meetings has failed to keep the community safe and secure and has caused many individuals in the organization to not feel safe in your presence when expressing a dissenting opinion from yours.

As such, all of your rights and privileges of membership, including the right to attend and participate in organizational meetings, to vote, and to be nominated, elected or serve as a Board member of the Organization are to be irrevocably and permanently revoked. In the event that you attempt to attend any future meetings of the Organization, you will be escorted by security off the premises.

Should you wish to make a formal challenge to your termination, please provide your written challenge to my legal office at 201 Wilshire Blvd. Santa Monica, CA 90401, at least five (5) days prior the effective date of your termination. I will forward any formal challenge to the Board of Directors; however, the Board is under no obligation to provide any further written or oral response to your challenge.

NOTICE TO CEASE AND DESIST

It has further come to the attention of the Board of Directors that you may have access to the names and contact information for the Organization's membership. The membership information is confidential and subject to constitutional privacy rights of the individual members. You are, therefore, directed to destroy any and all lists, emails, mailing addresses or other contact information pertaining to the membership of the Organization. Furthermore, you are not permitted to utilize any of the membership lists to harass individual members of the Organization or to solicit or interfere with the the business of the Organization.

You are further cautioned that: (1) any attempt to mislead the Organization's membership, the media or the public that you are a member or an elected director of the Organization; (2) any unauthorized use of the Organization's name, its confidential membership information; or (3) any other false, misleading defamatory, libelous or slanderous statements or acts made against the Organization may give rise to criminal or civil action against you, and you are advised to refrain from any such activity.

Please govern yourself accordingly.

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