

IC FINDINGS

Removal from membership of an elected Member of the Executive Committee:

FINDINGS-Violation of the Bylaws Article II, Section 1.G

BACKGROUND-Bylaws do not address resignation of an Executive Committee Member. Robert's Rules state "The power to appoint or elect persons to any office or board carries with it the power to accept their resignations." The Investigative Committee takes this to mean that the Central Committee voted this member on to the Executive Committee, therefore should have been the body to accept the resignation. An Executive Committee member verbally resigned, not in writing and then submitted a rescission in writing. The EC ignored the member's rescission and agenzized a vote for the member's replacement. By doing so they violated Bylaws Article II, Section 1.G-Any elected officer of the WCRCC may be removed from office at any time for whatever cause the WCRCC may deem sufficient. A properly noticed meeting for this purpose shall be called, and a vote of two-thirds (2/3) of the members present of the WCRCCC eligible to vote shall be taken. The Executive Committee should have directed the member to resign in writing, to the Central Committee.

RECOMMENDATIONS:

The Investigative Committee recommends the bylaws Article IV, Section 1.H be amended to state "Elected members of the Executive Committee must resign from the Executive Committee by notifying the Central Committee in writing or by e-mail. Resignations must be acknowledged by the Central Committee and included in meeting minutes." Bylaws Article VII, Section 1.G should state, "Appointed members of the Executive Committee must resign from the Executive Committee by notifying the Chairman in writing or by e-mail. Resignations must be acknowledged by the Chairman and included in meeting minutes." This amendment should be placed on the Agenda for a vote at the April Central Committee Meeting.

Removal of Central Committee Member:

FINDINGS-Violation of RONR (11th ed.), p. 95, IV. 25-30-"A meeting goes into executive session only when required by rule or established custom, or upon the adoption of a motion to do so. A motion to go into executive session is a question of privilege, and therefore is adopted by a majority vote."

-Violation of the Bylaws Article III, Section 3.B-"The Executive Committee must consider the removal of a member of the WCRCC after written or email notification to the member.

-Violation of RONR (11th ed.), p.663, XIX. 5-15-"If the society adopts resolutions ordering trial before the assembly or a committee, the secretary immediately sends to the accused, by a method providing confirmation of delivery to his address (such as registered mail with delivery confirmation), a letter notifying him of the date, hour, and place of the trial, containing an exact copy of the charges and specifications with the date of their adoption, and directing him to appear as cited."

BACKGROUND- Executive Session was called during an Executive Committee meeting, to discuss a personnel matter. There was a prepared motion and Notice Letter at the Executive Session, to remove a Member of the Central Committee. The Central Committee Member was not notified of this consideration prior to the Executive Session. Not all members of the Executive Committee were noticed about the Executive Session, several other members of the Executive Committee were aware of what was to be discussed. This shows premeditation of the outcome of the Executive Session, before any votes. The Notice Letter that was voted on during the Executive Session was not the letter that was actually mailed to the Member of the Central Committee that was being considered for removal. The letter that was mailed was not sent by a method providing confirmation of delivery, did not site an hour and place for the trial and did not include the date of the adoption of the charge. The letter that was mailed was not presented to the Executive Committee for a vote prior to being mailed. Per RONR (11 ed.), p.643, 5-10-"Although ordinary societies seldom have occasion to discipline members, an organization or assembly has the ultimate right to make and enforce its

own rules, and to require that its members refrain from conduct injurious to the organization or its purposes. No one should be allowed to remain a member if his retention will do this kind of harm.”

RECOMMENDATION-Executive Committee Follow Bylaws in regards to properly removing a Member, Executive Committee extend a letter of apology to the Central Committee and the Member considered for removal and so state verbally at the next assembly of the Central Committee, consider a motion of Censure of the twelve Executive Committee Members that voted to send the pre-determined Notice letter to the Central Committee Member they were considering removing.

Expenditures not authorized in advance of pending court action:

FINDINGS-No Violation

BACKGROUND-Per Articles of Incorporation, Article XII, Section 12.1-Every person who was or is a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorney’s fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as the rights under this Article. and 12.2-The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding, shall be paid by this Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of any undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by this Corporation. The provisions of this paragraph do not affect any rights of advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law.

Compilation of Executive Committee:

FINDINGS: Violation of NRS 293.160.

BACKGROUND: Per NRS 293.160, Each County Central Committee may elect from it’s membership an executive committee. Per WCRCC Bylaws Article IV Section 1, the Chairman, First Vice-Chairman, Secretary and Treasurer are elected Officers. Per WCRCC Bylaws Article IV Section 2, the Chairman shall, appoint, with approval of the Executive Committee, the chairmen of standing Committees and any Special Committees as needed; with approval of the Executive Committee, a Parliamentarian, appoint not more than two Vice-Chairmen. Per RONR (11th ed.), p. 3, I. 34-35, The Body is subject to applicable procedural rules prescribed by state law and would be null and void if in violation of such law. Due to confusion and opposing opinions on the word may, quoted in the NRS, it appears the Bylaws need to be clarified. The Minutes for the December 14, 2015 Central Committee Meeting state there was a motion passed stating the following: “All voting Executive Committee Members must be elected from the Central Committee Membership by the Central Committee.”

RECOMMENDATION: Bylaw amendment be noticed March 18, 2016 and placed on the Agenda for the April Central Committee meeting, to reflect the motion that was passed on the December 14, 2015 Central Committee meeting, “All voting Executive Committee Members must be elected from the Central Committee Membership by the Central Committee.” All other members of the Executive Committee shall be Exo-Officio members without a vote.