

From: David Dearborn
To: Larry Ames
CC: elected & appointed Nom. Cmte. members + several observers
Sent: 5/2/2011 8:33:30 A.M. Pacific Daylight Time
Subj: Re: WGNA Nominating Committee Report

Good morning Larry,

Your years of dedication and passionate care for the WGNA are well known and greatly appreciated. It's never easy to give so much time and hard work to something you believe in and not feel strongly about how it's managed and cared for. However, this 2010 -2011 Board like those in the past, give their time and support in the spirit of "for the community" and "for the neighborhood". Each member has a sincere desire to give what they can, do what they feel is right and create something of value for all of Willow Glen.

Not all in Willow Glen share the same view of the world or how it should be represented as evident by past boards and board presidents. This board and its president may have a different view of Willow Glen and its role in representing them. It may not interpret the WGNA Bylaws as others do. It may not be perfect or live up to the full expectations of all those close to the organization. Like any organization, it does the best it can with time given and values held. And as current President, giving what time I can while I can, I think we're doing quite well at building upon what we were given.

That said, I respectfully wish to correct your interpretation of events and process for this 2011 WGNA board election:

Re: 2011 WGNA Nominating Committee (NC)

In the May 2010 at the WGNA General Meeting and election, the membership elected its 2010-2011 Board of Directors and five former board members and officers to serve on the 2011 NC. Before the ample time had been allowed for new applications to be received and shared by the committee, three members had resigned or moved out of the area.

-- In accordance with the Bylaws, the WGNA Board filled three NC vacancies.

-- The "Call for Candidates" newsletter went out in in early April.

-- Prior to having received expressed interest from current board members in returning to the board or interest in specific officer positions, or receiving notice of interest from new applicants, two of the five NC members called for committee meetings to discuss their feelings and views about the current Board, its work and "direction" going forward.

-- It was felt by the majority of the NC that this was premature and outside the scope of validating qualifications for Board membership and Officer positions.

-- A minority of two NC members calling for a series of meetings to discuss their personal views about this board and its values is perfectly acceptable. However, it is not a quorum nor does it represent the Nominating Committee as a whole.

-- Direction for this committee normally originates from or through a committee chair; and a quorum of the committee is required for selecting a NC chair when none exists.

-- By April 21, Board members offering to return and three new Board applicants were known, shared with the full committee and ready for consideration; a duty to be undertaken by the Committee which requires a quorum. And with that a meeting agenda was proposed:

a) select a chair of the 2011 NC

b) review and discuss the collection of submitted Board applicants

c) recommend a slate of Board members and Officers for the 2011-2012 term

d) review and discuss the value of candidates for the organization and 2012 candidate slate

-- That meeting was called for April 25, 2011 and attended by a quorum. One member declined to attend, calling it "farical". Another could not attend due to a work related conflict but later in an email to all referred to it as "nonsense".

-- The minutes of that meeting were recorded and published to the NC and WGNA Board.

-- All written input from the two non attending members was taken into consideration as part of the pro-

cess.

Re: The WGNA Bylaws on this matter

-- Article V, Section 5, paragraph a. last sentence states: "With the exception of the Nominating Committee, the President shall be an ex-officio member of all other committees and shall be notified of all meetings."

-- Interpretation: It is interpreted as follows... The President shall be an ex-officio member of all committees and shall be notified of all meetings; with the except the Nominating Committee.

-- This means the President can not be an "ex-officio" member of the Nominating Committed.

-- And therefore, and in compliance with the Bylaws: He is not a member of the NC; ex-officio, appointed or elected.

-- Reality: There is nothing in the Bylaws that speak to the President's ability or permission to observe. To assume such is an interpretation beyond the language of the Bylaws.

David