

From: kristina cunningham
Sent: Sunday, March 13, 2011 9:45 PM
To: [David Dearborn, and each of the WGNA Boardmembers]
Cc: [the signatories]
Subject: Nominating Committee

WGNA Board Members,

In December, I sent an email to David Dearborn related to the Nominating Committee, but never heard back from him. Then, recently, frustrated by the lack of response or communication, I stated in an email to the Nominating Committee and David that I was resigning. I still heard nothing. I was contacted by other past-presidents and we met recently to discuss WGNA. Following is the letter that was crafted by the concerned past-presidents and the three of us who were elected last year to the Nominating Committee. We look forward to your response.

Sincerely,
Kris Cunningham

David Dearborn, WGNA President
Members of the WGNA Board

Re: 2011 WGNA Nominating Committee and Direction of WGNA

We, the three signatories, are members of the 2011 WGNA Nominating Committee, elected by the WGNA membership last May. We were tasked, as per [Article VI](#) of the WGNA By-Laws, to present the membership with a slate of candidates for Officer and Board positions for the [May, 2011](#) election. We would like to meet with you and the current WGNA Board, and are writing to request (as per Article IV, Section 5b) that you call a Special Board Meeting. We would also invite a group of former WGNA Presidents to whom we, as former Presidents ourselves, have turned for advice and counsel. The purpose of this meeting is to discuss our concerns with the direction that WGNA has apparently been heading since last May's election. We suggest either of the following dates for this meeting: [Tuesday March 22nd](#) or [Wednesday March 23rd](#).

The Board's recent focus on bringing engaging speakers to the community is an excellent educational outreach effort for WGNA members and non-members alike (and potentially an effective way of attracting new, active members to the association. As interesting as these events are, a speakers' bureau cannot substitute for regular business meetings of the Association, where thoughtful discussion of positions and of the organization's direction can occur at board and general meetings. WGNA earned its reputation for thoughtful representation of the community's concerns by the often laborious process of land use or policy study and analysis. Its reputation for integrity was cemented by the leadership's willingness to engage in open debate and to foster real community involvement. This requires attention to process, however irksome those requirements might be.

We note with growing concern that the Board seems to be disregarding requirements set

forth in the WGNA By-Laws and is making organizational changes without the mandated membership involvement. Some of these changes appear to violate By-Law provisions, and none of the changes have been communicated to the membership. In fact, until this week, there has been no communication whatsoever by this board with the WGNA membership. The By-Laws require that two general meetings be held each year, but there has not been a General Meeting since last May. WGNA's paid members have reason to expect timely reports on positions and actions taken in the name of their organization, and they expect agendas of upcoming meetings and financial reports of sufficient detail and transparency to allay their concerns that the Association is not jeopardizing the organization's not-for-profit status with the State of California and the IRS: this reporting has not happened. We note that WGNA has not maintained its website – meeting announcements are long out of date, no minutes have been posted since 2009 and much of the information (including members of the Nominating Committee) is simply missing.

This week we received a newsletter/flyer which contains a number of informational snippets, but which also raises some questions for those of us who are interested in process (and action). These questions relate to announcements of future By-Laws changes, requests that persons interested in serving on the Board contact the President directly, and a discussion of dues and membership categories which raises more questions than it answers.

As a State-registered Not-For-Profit organization, WGNA has certain requirements and responsibilities. It is because your predecessors worked so long and hard to attain that status – and because of the level of community-wide respect WGNA has enjoyed for many years – that we are so concerned with the Association's present direction. We would hate to find the organization that we worked so hard to build be placed in a position where it was subject to potential claims of fraud or decertification by the State and IRS, even if only because of poor record-keeping and business practices.

To answer questions that may arise at the meeting, we ask the Board to bring the following information to the joint meeting:

- Names of all Board members and information about how and when they were elected or appointed to their current position on the Board
- A roster of the WGNA voting membership and their membership status (individual/household, paid up-to-date/expired, complimentary, associate, etc.)
- A financial status report (Profit and Loss (P&L) Statement) showing how funds have been received, recorded, and spent over the last two years. If check-level information is not available as part of the P&L Statement, we would like a list of checks issued over the last two years with an explanation of the purpose of each expenditure.
- Information about any outstanding grants WGNA might currently have, and the reporting requirements for each.
- Copies of financial reports prepared and sent to the State of California and the Federal Government
- A copy of the current By-Laws under which the Board is operating, and information on its adoption and dissemination.
- A copy of WGNA's Articles of Incorporation, as filed with and accepted by the State of California

- Copies of approved minutes of all Board meetings during 2010 and 2011 (if approved minutes are not available, copies of draft minutes provided to the Board will suffice)

We very much appreciate your attention to our concerns and look forward to your advising us of the special meeting date, time and location.

Best Regards,

2011 WGNA Nominating Committee members:

Kris Cunningham
Larry Ames
Suzy Phillips

Endorsed by Past Presidents:

Nancy Ianni
Tiralisa Kaplow
Helen Solinski
Becky Worsham (WGNA Co-Founder)