


O'CONNELL ARONOWITZ
ATTORNEYS AT LAW

June 10, 2019

VIA EMAIL (EEHRENREICH@KMGSLAW.COM)
AND FIRST-CLASS MAIL

Elliott J. Ehrenreich, Esq.
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120 West Tenth Street
Erie, PA 16501-1461

Dear Mr. Ehrenreich:

This firm is counsel to a concerned group of Rensselaer Alumni Association (“RAA” or the “Association”) members. We understand you are counsel to the RAA and we write on behalf of our clients to call to the attention of you and the RAA Board of Trustees (the “Board”) serious matters which require immediate action. They concern the Board’s noncompliance with the New York State Not-For-Profit Law (“N-PCL”) and the Association’s governing documents that adversely affect the rights of RAA members and subvert the purposes of the Association.

The RAA, a not-for-profit corporation, is comprised of members who are mainly alumni/ae (hereinafter “alumni”) of Rensselaer Polytechnic Institute (“RPI” or the “Institute”). As such, the RAA is the “representative body” of all RPI alumni. (*See*, RAA Long Range Strategic Plan 2017-2024). The purposes of the RAA include the following:

- Serving and representing RPI alumni and the Institute by “engaging and empowering all alumni/ae as active and effective partners” in the RPI community. (*Id.*)
- Serving in an advocacy role as the voice for RPI’s “diverse and sophisticated alumni/ae population” and communicating the needs of RPI to its alumni. (*Id.*)
- Facilitating “the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae” and “encourag[ing] inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body.” (*Id.*, RAA Bylaws, as amended Jan. 26, 2019, Art. 1, § 3).
- Serving “as a liaison between the alumni/ae and the larger Rensselaer community. The RAA must understand the varied views and interests of alumni/ae and communicate, and where appropriate advocate, those views and interests to other members of the Rensselaer community.” (RAA Long Range Strategic Plan 2017-2024).

EDWARD J. O'CONNELL
1925-1939
SAMUEL E. ARONOWITZ
1925-1973
LEWIS A. ARONOWITZ
1951-1979

IN MEMORIAM
F. MATTHEW JACKSON
2013-2019

CORNELIUS D. MURRAY
STEPHEN R. COFFEY
JEFFREY J. SHERRIN
THOMAS J. DI NOVO
PAMELA A. NICHOLS
JEFFREY A. SIEGEL
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CHAD A. JEROME
MARY T. CONNOLLY
COURTNEY L. ALPERT
ANDREW KO

HOLLY E. VEGAS*
(DIRECTOR, HEALTHCARE
CONSULTING GROUP)

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- Promoting “the interests, welfare and educational aims of Rensselaer and its alumni/ae.” (RAA Bylaws, as amended in Jan. 26, 2019, Art. I, § 3).

As a not-for-profit corporation, the RAA is governed by its certificate of incorporation (also referred to as its “charter”), the N-PCL and its bylaws. A not-for-profit corporation’s bylaws, however, may not contravene either its charter or the N-PCL. (N-PCL § 602(f)).

The N-PCL includes important provisions regarding the rights of members of a not-for-profit corporation, such as the right to elect and remove directors, approve and amend bylaws, and call special meetings and meetings for elections of directors. The N-PCL also sets forth the duties and powers of the Board of Directors and limitations on such powers. Both the New York State Office of the Attorney General as well as members of the Association themselves are empowered to bring legal action to enforce members’ rights under the N-PCL, including an action to remove illegally elected directors. (*See, e.g.*, N-PCL §§ 112 and 618).

BACKGROUND

In 2016, a number of RAA members who care deeply about their alma mater became increasingly concerned about the changes which had affected RPI in recent years, including the weakening of RPI’s financial condition and academic program rankings. This led them to research financial, academic, and student admissions data to understand the underlying cause of these developments. As a result, they uncovered additional problems facing the Institute including RPI’s underperformance in research, a lack of financial transparency, low morale among faculty and staff, divisive confrontations with students, and improper governance practices. Their findings revealed conditions inconsistent with what RPI’s administration had been communicating to alumni.

Thereafter, a group of alumni created a platform called “Renew Rensselaer”, its mission being to promote a discussion among members of the RPI community regarding their findings and to “bring about positive changes in the financial status, academic performance, governance, and leadership of Rensselaer Polytechnic Institute, while aligning its core constituencies—alumni, Trustees, administration, faculty, staff, and students.” (*Our Purpose*, RENEW RENSSELAER, <https://renewrensselaer.org/purpose/>). The most important findings were posted on the Renew Rensselaer website, “renewrensselaer.org”.

Since then, numerous alumni have voiced their concerns about the current state of the Institute as well as governance of the RAA, but to date the Board has been unresponsive and has, in fact, sought to frustrate their efforts. Additionally, review by our clients in 2018 of Board

meeting minutes revealed that the Board has failed to comply with the N-PCL, as well as the Association's charter and bylaws for several years.

**THE RAA BOARD'S NONCOMPLIANCE WITH THE N-PCL, THE RAA'S CHARTER
AND THE ASSOCIATION'S BYLAWS**

It is evident that the RAA Board has for several years violated its own charter, the N-PCL, and its bylaws. Even more disturbing, it is clear that the Board has manipulated the bylaws in an illegal fashion to ensure self-perpetuation, prevent members from meaningfully voicing their concerns about the Institute and the RAA's affairs, and precluded members of the RAA from having any real control over governance of the RAA, notwithstanding that its charter and the N-PCL give members the ultimate authority to elect the Board. The Board's disregard of the N-PCL, the RAA's charter, and its bylaws is illegal for numerous reasons.

1. Failure to Hold Annual Meetings of Members

Sections 603(b), 605 and 608 of the N-PCL require that a meeting of members which is properly noticed and at which a legally sufficient quorum exists be held annually for the election of directors. Likewise, the RAA's bylaws mandate that the RAA hold an annual meeting of members at which time they may vote on a slate of candidates to fill the term of Trustees and any vacant officer positions. (Art. III, § 1, Art. V, § 1, Art. VI, § 2).

In the summer of 2018, members of the RAA discovered that no annual meeting of members had been held for at least five years. This finding is consistent with meeting minutes posted on the RAA's website, which show that no annual meeting of members had been held since at least 2014, and that from at least 2014 to 2018, the Board has unilaterally elected Trustees instead of allowing members to do so in accordance with the Association's charter which states clearly that the successors to the original Board of Trustees, as well as vacancies due to causes other than expiration of term, are to be elected by the Association's membership. The Board's failure to hold annual meetings of members for the election of Trustees was a violation of the RAA's charter, the Association's bylaws and the N-PCL. *See* N-PCL § 603(b) (A meeting of the members shall be held annually for the election of directors) and N-PCL § 703(b) (Directors shall be elected or appointed in the manner provided in the charter or bylaws).

2. The Board Has Illegally Manipulated the Bylaws to Deprive Members of their Right to Elect the Board of Trustees

The Board has developed a self-perpetuating and self-selecting process for electing successor Board members which deprives RAA members of their right under the RAA's charter to elect such individuals.

The RAA's bylaws give the Board's internal Nominating Committee and Executive Committee the sole power to decide who will serve on the Board, thereby divesting members of the right to elect the RAA's Trustees. (Bylaws, as amended Jan. 26, 2019, Art. VI, § 2). Under the RAA's bylaws members can submit nominations for Trustee or Officer positions. However, the final slate of candidates, which includes only one candidate per Board vacancy, is chosen by the Nominating Committee, and thereafter approved by the Board's Executive Committee. (*Id.*; *see also* bylaws, as amended Mar. 12, 2001 Art. VI, § 2). Members may only vote for the candidates selected by the Nominating Committee and nominations from the floor at meetings for members to elect Trustees are not allowed. (Bylaws, as amended Jan. 26, 2019, Art. VI, § 2). Additionally, pursuant to amendments made to the bylaws by the Board on January 26, 2019, the nomination process for candidates shall be confidential; no write-in ballots of candidates will be permitted at the annual meeting of members; and the slate of candidates must be voted on at the annual meeting of members as a single motion to approve or disapprove the entire list of candidates such that members can approve or disapprove only the slate chosen by the Nominating Committee. They are afforded no other choice. *Id.*

Notably, in connection with the next election of Trustees which will take place this upcoming fall, the Board is now requiring that nominations be accompanied by 1-3 written recommendations. The Board has also devised a list of expectations that Board members will be requirement to meet, including that Board members "[d]emonstrat[e] that RPI and/or the RAA are among your top 3 charitable commitments and mak[e] an annual financial contribution that is both meaningful for you and to the best of your personal ability". RAA Board Nominations 2019,

https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=7947&content_id=13819. These requirements exclude from the Board individuals who disagree with or have voiced concerns about the way in which the Institute or RAA is currently being operated, as well as those who choose not to donate due to such concerns.

Leaving the RAA Board solely in charge of selecting the slate of Trustee candidates and the criteria by which nominees are evaluated, in conjunction with the Board making the nomination process confidential, allowing members to only vote for the one candidate chosen by the Board for each vacancy, mandating that members approve or disapprove the slate of candidates in its entirety, and not allowing write-in nominations during elections, when taken together, prevent RAA members from exercising any meaningful choice in the election of Trustees. *See In re Farrell*, 205 AD 443, 445 (2d Dep't 1923) (a bylaw that would confine

shareholders' choice for the office of director to a prescribed list of nominees would constitute a "serious impairment of the stockholders' right of free voting" and would be invalid.) This is especially clear given that the Board can simply disregard nominations made by members, such that any purported right of members under the bylaws to nominate candidates for the Board is rendered meaningless.

Since the election procedure set forth under the RAA's bylaws deprives members of the right to elect Trustees, it conflicts with the Association's charter and, therefore, also violates the N-PCL. (N-PCL § 602(f) ("The by-laws may contain any provision relating to the business of the corporation...*not inconsistent* with" the N-PCL or the entity's charter) (emphasis added).

3. The Election of Directors at the December 1, 2018 Annual Meeting of Members Was and is Invalid

On December 1, 2018, the RAA held an annual meeting of members for the first time in at least five years. In addition to being notable for this reason alone, the December 1, 2018 meeting of members was also the first time in years at which members were scheduled to exercise their right under the N-PCL, the Association's charter, and its bylaws to elect the Board of Trustees. Specifically, at this meeting, members were scheduled to vote on the slate of candidates chosen by the Board to fill expired Board terms and vacancies.

Of members attending in-person, 17 voted to approve the slate while 21 voted against it. In tallying election results, the Board Chairman counted votes submitted by members electronically as well as those submitted via paper ballot by members physically present at the meeting. Following conclusion of the meeting, the Board Chairman conducted a recount of votes cast in-person and electronically, and also cast his own, and based on that "recount", he determined the slate of candidates selected by the Board had passed. (*See Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members*). Since the election of Trustees at the December 1, 2018 annual meeting of members was conducted in accordance with the illegal process described above, the results of this "election" are null and void. The results are also null and void for numerous other reasons, detailed below.

a) The RAA failed to meet the N-PCL's quorum requirement at annual meetings of members, and as such its Trustees were not properly elected

Annual meetings of members must be held annually for the election of directors and a quorum must be present at such meetings. The quorum requirement set forth under the RAA's bylaws for meetings of members fails to comply with the N-PCL, and the NPC-L's quorum requirement was not satisfied at the December 1, 2018 annual meeting of members.

Specifically, the RAA bylaws in effect in 2018 and as amended in 2019 state that, for purposes of the annual meeting of members, 20 members constitute a quorum. (*See* Article III, § 4). This provision however, violates N-PCL § 608, which states that in the absence of intervention by the Supreme Court pursuant to subsection (e) of that section, the fewest number of members which would constitute a quorum at an any meeting of members at which business is to be transacted is 100, and this is permitted only if the corporation's certificate of incorporation or bylaws has been amended to allow for the same. (N-PCL § 608(a) and (b)). For these amendments to be implemented, members must approve the same "at a special meeting at which the quorum requirements applicable to the corporation immediately prior to the effective date" of the N-PCL are satisfied. (N-PCL § 608(c)).

The RAA has never amended its charter or its bylaws to allow for a quorum of 100 at meetings of members nor has it sought court intervention in accordance with N-PCL-608(e). Therefore, the number of "[m]embers entitled to cast a majority of the total number of votes entitled to be cast thereat" is the current requirement for a quorum. (N-PCL § 608 (a) and (c)). This is significant, because, in the aggregate, the number of members who attended the December 1, 2018 annual meeting either in-person or remotely was less than 100 (*see* Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members), and as the RAA has approximately 100,000 members worldwide, a quorum was obviously not present. Therefore, even if members had been able to meaningfully exercise their right to elect Trustees at this meeting, the results of the election would still be null and void.

b) Voting in the 2018 election could only occur in-person at the annual meeting of members

The most glaring and obvious flaw in the December 1, 2018 election of Trustees was that the vote count violated the RAA's bylaws. The bylaws in effect in 2018 clearly stated that members can only cast their vote "in-person". Of members attending in-person, 17 voted to approve the slate while 21 voted against it. (Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members). In tallying election results, the Board Chairman counted votes submitted by members electronically as well as those submitted via paper ballot by members physically present at the meeting. (*Id.*) This was clearly impermissible under the bylaws as the ordinary and obvious meaning of "in-person" does not include voting remotely through electronic means. (*See* <https://dictionary.cambridge.org/us/dictionary/english/in-person>; <https://www.dictionary.com/browse/person> (under "idioms"))).

Furthermore, the bylaws in effect at that time provided that Robert's Rules of Order (Newly Revised) shall govern all meetings of the Board and meetings of members, to the extent not inconsistent with the bylaws. (Article VIII, § I). Pursuant to Robert's Rules of Order, 11th Edition:

A meeting of an assembly is a single official gathering of its members in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for a short recess[.] (Page 81 (emphasis added)).

Clearly, under the RAA's bylaws in effect in 2018, members attending the meeting remotely were not permitted to cast their vote for the election of Trustees such that it was impermissible for the Chairman to count votes from members participating remotely through electronic means. Even if the election process had been in accordance with the Association's charter and a quorum had been present, the slate of candidates still would not have been approved since the number of members attending the meeting and voting in-person against the slate outnumbered those approving it. Counting votes from remote participants to determine whether the slate of candidates had been elected was illegal.

c) The Board Chairman impermissibly cast his vote after the polls had closed

Following the conclusion of the meeting, the Board Chairman conducted a recount of votes cast in-person and electronically, and also cast a vote, and based on this, determined the slate of candidates set forth by the Board had been approved. (*See Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members*). Under Robert's Rules of Order, votes may not be cast once polls are closed. Specifically, Robert's Rules of Order state that if the Chairman fails "to vote before the polls are closed, he cannot then do so without the permission of the assembly." (P. 414). No such permission was sought from or granted by members. As the annual meeting of members was subject to Robert's Rules of Order, the Chairman's vote after the meeting had adjourned was impermissible, and accordingly, is null and void.

d) The Board unnecessarily required nominations to be submitted nearly 9 months prior to the 2018 annual meeting

In connection with the most recent election, the Board set a deadline for members to submit nominations for Trustees nearly 9 months prior to the annual meeting of members (*Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members*). The current bylaws, however, as well as those in place in 2018, required only that members submit nominations at least 90 days prior to the annual meeting of members. (Art. VI, § 2).

4. The RAA has Illegally Violated the Right of Members to Call and Hold Special Meetings

Under the N-PCL, special meetings of members can be called by the board of a not-for-profit corporation and other individuals as specified in the entity's bylaws. (N-PCL § 603(c)).

Pursuant to N-PCL § 603(c), upon receiving a petition for a special meeting which contains the required number of signatures, the secretary of the entity must “promptly give notice of such meeting”; however, “if he fails to do so within five business days thereafter, any member signing such demand may give such notice.”

a) October 8, 2018 special meeting:

In 2018, the RAA’s bylaws allowed members to call a special meeting if 100 members petitioned for the same, and in accordance therewith, on May 26, 2018, members of the RAA sent a petition containing the requisite number of signatures to the RAA’s President, and the Secretary, seeking to hold such a meeting. The stated purpose of the meeting was to discuss governance, financial, and academic issues at RPI including, but not limited to the decline of the school’s financial health, a decline in its academic standing, the “failure of the Administration to communicate truthfully with Alumni as to the current state of health, or lack thereof, of the Institute” as well as to “propose and adopt one or more resolutions of the RAA with regard to appropriate actions to be taken by the RAA and the Board of Trustees to address” these issues.

Despite the clear obligation of the Association’s Secretary under §603 to schedule the meeting within five days of receiving the petition, neither the President nor the Secretary had done so by mid-August, even though one of the meeting’s petitioners had sent a letter dated July 1, 2018 to the President and Secretary, reminding them of their obligation to schedule the meeting, and urging them to act promptly. In light of the Secretary’s failure to schedule the special meeting, the petitioners exercised their right pursuant to N-PCL § 603 to schedule the meeting, and on August 3, 2018 and August 11, 2018, the RAA President, Secretary, and board members were informed via letter and email correspondence that the special meeting would be held on campus September 29, 2018. Such correspondence also reiterated the subject matter to be discussed at the meeting. September 29, 2018 was chosen as the date to hold the meeting since it was during RPI’s Alumni Weekend, such that the Board, as well as many RAA members would be on campus, and thus, it would likely be convenient for them to attend if they so desired.

In the end, however, and in violation of § 603, the RAA did not allow this meeting to occur on that date. Instead, by letter dated August 22, 2018, the Chairman scheduled the meeting for Monday morning, October 8, 2018 so that representatives of RPI’s Administration could be present, despite the facts that only one member of the Administration is a member of the RAA, and the RAA is an organization separate from RPI. Though the petitioners objected to the date chosen by the RAA, the President of the RAA scheduled the meeting for October 8, 2018 from 8:30 am-10:00am, despite the obvious fact that the allotted time of 90 minutes would be insufficient to address all topics listed on the agenda. On the date of the meeting, the RAA’s Board Chairman oversaw the special meeting and had school administrators present, purportedly

to answer questions and concerns of members. Numerous members, however, expressed their frustration that the administrators were not sufficiently addressing the concerns raised.

As is clear from N-PCL § 603, members of the RAA, in accordance with the bylaws in effect at the time, had the right to hold a special meeting if 100 members petitioned for the same, and the petitioners had the right to schedule it themselves if the Secretary of the organization failed to do so within five days of receiving the petition, which they did after the Secretary failed to schedule and notice the meeting for more than 2 months. It is evident that the RAA's decision not to schedule the meeting on Alumni Weekend—when a large number of members could attend—but to instead schedule on a random Monday morning, with a limited amount of time to have any meaningful discussion, was an attempt to restrict the ability of members to voice their concerns about RPI and the RAA itself. This not only violated the N-PCL but also directly contravened the purposes of the RAA to engage the larger community of RPI alumni.

The Board's excuse that the special meeting was scheduled on this date so that RPI administration could attend has a hollow ring, especially in light of the fact that the Board did not even respond to the request for a special meeting for nearly three months. At no point during that time, did it indicate that the reason for the delay was for the purpose of having Administration present. As stated above, the RAA is an entity separate from RPI, the purposes of which include serving and representing RAA members. From viewing the recording of the special meeting, however, it seems that this was simply an attempt by the RAA to allow the RPI administration to explain away the concerns which had been voiced by RAA members concerning the state of the school.

While the RAA was formed to promote the interests of RPI, it is an entity separate from RPI, and it was not created for the purpose of merely endorsing or acquiescing in every action and initiative of RPI's administration. As the Board has recognized in the RAA Long Range Strategic Plan 2017-2024, the purposes of the RAA include “[s]erving and representing RPI alumni and the Institute by “engaging and empowering all alumni/ae as active and effective partners” in the RPI community”, “[s]erving in an advocacy role as the voice for RPI's “diverse and sophisticated alumni/ae population” and communicating the needs of RPI to its alumni/ae” while “[s]erving “as a liaison between the alumni/ae and the larger Rensselaer community. **The RAA must understand the varied views and interests of alumni/ae and communicate, and where appropriate advocate, those views and interests to other members of the Rensselaer community.**”

Moreover, the RAA has incorrectly insinuated that certain individuals who have voiced concerns about the current state of the Institute are not “supporting Rensselaer enthusiastically”. (April 11, 2019 Letter to Alumni and Alumnae from Board of Trustee Members Graig R. Eastin and Kareem I. Muhammad). To the contrary, these alumni have voiced their concerns about the

current state of the Institute for the sole purpose of engaging other alumni in an effort to help the school improve and recover from the problems it is facing at the current time. Rather, the RAA Board has sought to sweep the problems under the rug and silence any dissent. Ironically, the RPI website states: “the world needs problem solvers—exactly the kind of talent Rensselaer produces—to address the urgent issues of today and the emerging issues of tomorrow.”

While some members of the RAA’s Board of Trustees may wish to ignore and avoid discussion of such problems or hide them from other alumni to avoid alienating donors, not all RAA members feel that such actions are the appropriate or effective way to support and/or improve the Institute. That does not mean they do not support the Institute. To the contrary they are seeking to advance the interests and improve the reputation of the Institute in the manner they see most appropriate. While the current Board may not agree with their concerns or the solutions they propose, alumni have the right to be heard by the Association as is it the representative body of all RPI alumni, rather than the Institute or its Administration.

b) March 23, 2019 special meeting

Following the 2018 annual meeting of members, and prior to January 26, 2019, when the Board voted to approve revisions to the RAA’s bylaws, members sought to hold another special meeting. The purpose of the meeting was (1) to discuss the Board’s failure to represent the interest of its members and its failure to abide by its governing documents; (2) to contest 2018 Trustee election results and elections of Trustees held prior to 2018; (3) to fill Board vacancies until another election could be held; and (4) to schedule and notice a special meeting for Election of Directors to replace the then-current Trustees. At the time the special meeting was called, the bylaws still allowed for a special meeting to be called upon the written request of 100 members. This requirement was met and a special meeting was scheduled for March 23, 2019.

On January 26, 2019, four days after the petition for the special meeting was submitted to the Board Secretary, the Board amended the bylaws in a manner that was intentionally designed to deprive members of the right to call a special meeting. While prior to January 26, 2019, RAA’s bylaws allowed for a special meeting to be called upon written request by 100 members, the bylaws as revised by the Board as of January 26, 2019 were amended to state that members can call a special meeting only upon the written request of 10% of members. As there are approximately 100,000 members worldwide, this means that at least 10,000 members would have to sign the petition in order for one to be scheduled. This is in sharp contrast to the previous version of the bylaws which only required 100 members to petition for a special meeting, a requirement which the Board changed solely for the purpose of insulating itself from the members.

Despite the numerous important issues raised in the petition, the Board allotted only one hour for the meeting. The Board's seemingly deliberate failure to allot a reasonable amount of time for this special meeting, and the one held in October 2018, impermissibly restricted members' ability to meaningfully exercise their right under the RAA's bylaws to call special meetings in the first place.

Furthermore, the Chairman at the March 23, 2019 special meeting took additional action to deprive members of their rights under the N-PCL and the Association's bylaws. The Chairman acted as the inspector of the election at the December 1, 2018 annual meeting of members. Pursuant to N-PCL § 610 the inspector of the election held at a meeting of members "shall receive votes, ballots or consents, hear and determine all challenges, and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any members entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them." In accordance with § 610, at the special meeting, members requested a written report on the results of the election. In response the Chairman proceeded to read the "final, certified" vote which he claimed to be 28 votes in favor of the slate of candidates and 27 votes against it. (Meeting Minutes of the March 23, 2019 Special Meeting, § III).

When members challenged the Board's violation of their right to elect the Board of Trustees, the Chairman refused to address such concern simply indicating the "Board is of the opinion that the election process is free and fair." (*Id.*) He also failed to adequately address the issue raised by members that votes cast electronically in the recent election were counted in the December 2018 election results, despite the fact that this was impermissible under the bylaws in effect at the time. Instead of acknowledging the merits of this point, he simply indicated that the "Board has updated the bylaws to better reflect" what "in person" means for future elections. (*Id.*) Such a response obviously failed to address this issue in the context of the previous election, and he was well aware of this, given that one purpose of the meeting was to challenge the election on that very basis.

Members at the meeting also made various parliamentary motions in accordance with Robert's Rules of Order which, under the RAA's bylaws, govern meetings of the Association. Though the bylaws take precedence over Robert's Rules of Order in the event of any inconsistency between them, the Chairman refused to recognize numerous successful motions made at the meeting in accordance with Robert's Rules without explaining to members how such actions were out of order or inconsistent with the bylaws.

CONCLUSION:

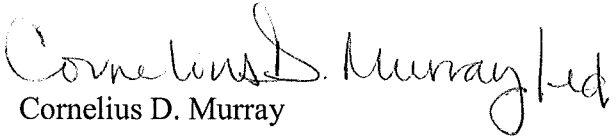
June 10, 2019

It is clear from the foregoing that the current RAA Board is seeking to insulate itself from the members, stifle dissenting views and self-perpetuate itself by electing as new Trustees only those who will agree with them. Whatever may have happened in the past, this cannot continue. We respectfully request an opportunity for us to meet with you and the Board's Chairman by no later than Friday, June 28, 2019 to see if a resolution of our clients' concerns can be reached without the need for litigation to correct the obvious illegalities documented above and to prevent their recurrence. We look forward to hearing from you as soon as possible.

Very truly yours,

O'CONNELL AND ARONOWITZ

By:


Cornelius D. Murray

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RAA Board of Trustees (via email)