



March 21, 2021

Brittany Ann Kreimeyer
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827 E. Park Blvd., Suite 201
Boise, Idaho 83712

North End Neighborhood Association, Members
nena.members@gmail.com

Re: North End Neighborhood Association, Member Vote Removing Tory Spengler, Sarah Foregger, Daniel Foregger, Carlos Coto, and Sitka Koloski as Directors

Dear Ms. Kreimeyer:

We, the overwhelming majority of members of the North End Neighborhood Association, have spoken: we voted to remove Tory Spengler, Sarah Foregger, Daniel Foregger, Carlos Coto, and Sitka Koloski as directors on the NENA Board.

On March 18, 2021, the NENA membership held a special meeting of members pursuant to Idaho Code section 30-30-608, and over 90 percent of NENA's consenting members¹ voted to remove Tory Spengler, Sarah Foregger, Daniel Foregger, and over 85 percent voted to remove Sitka Koloski. A copy of the list of members who participated in the special meeting of members and member vote is attached, as well as the vote results. These five individuals can no longer claim the trust and support of a majority of NENA members. Accordingly, based upon this member vote and Idaho law, these directors no longer have any authority to act on NENA's behalf.

¹ "No person shall be admitted as a member [of a non-profit corporation] without his or her consent." I.C. § 30-30-401. 2. "For membership status [in NENA], eligible persons will be required to provide identification, their names and addresses and, if membership is to be obtained by virtue of employment or property/business ownership, their employer's name and address and the location of their property/business, to NENA's Corporate Secretary." (NENA Bylaws, Art. IV, ¶ 2).

Moreover, NENA's Bylaws state that actions of the Board of Directors should represent the majority sentiments of NENA's membership. (Art. V, ¶ 4). These five individuals do not represent the majority sentiments of the NENA membership. If these individuals fail or refuse to immediately and voluntarily relinquish their board seats and control of all NENA property, they are violating their fiduciary duties to NENA and its membership.

We, the members, therefore direct you to instruct these individuals that they have been removed from their positions as directors, and, further, that they must now cease and desist from taking any action on behalf of NENA and its membership. This includes, without limitation, participating as directors in any board meetings, accessing NENA's records, spending any NENA funds, posting on NENA social media accounts or its website, or otherwise handling any other NENA assets.

As we are sure you are aware, as NENA's attorney, you represent the **organization** and the interests of **all** its constituents, including, and especially, its members. You do **not** represent the interests of individual directors – and you cannot represent these individuals, whom the NENA members have now voted to remove – without NENA's informed consent.² See Idaho Rules of Professional Conduct 1.7, 1.13.

We call on you to fulfill your duties to NENA and its membership, as required by law, and advise the remaining board members of their fiduciary duty to act on the directions of the NENA membership and to exclude the removed directors from the conduct of NENA Board business.

In light of the NENA Board's working session scheduled at 7:00 p.m. tonight, March 22, 2021, we ask you to confirm receipt of this letter and to confirm that you have informed the removed directors of their obligations, and that they must immediately cease and desist from participating in any NENA Board business, **no later than the end of business today**, March 22, 2021.

Thank you for your immediate attention to this matter.

Sincerely,

North End Neighborhood Association Members

² "If the organization's consent to the dual representation is required by Rule 1.7, the **consent shall be given by an appropriate official of the organization other than the individual who is to be represented**, or by the shareholders." Idaho Rule of Professional Conduct 1.13(g).