

CABPRO

California Association of Business, Property, & Resource Owners

P.O. Box 902, Grass Valley, CA 95945, 530-478-1331, cabpro@sbcglobal.net, FAX, 530-478-9528



February 25, 2014

Dear Members;

As you know, since the end of October 2013, CABPRO has been operating under threat of a lawsuit filed by former volunteer Executive Director Chuck Shea, at the direction of Dick Marshall, Tina Marshall, and Thom Forsythe, who claim that they are the “legal board” of CABPRO. Dick and Tina Marshall have not lived in the state since June of 2013, and have not attended a single board meeting since then. CABPRO By-Laws clearly state that any board member missing three consecutive meetings is deemed to be removed from the board. They, and Mr. Shea, claim to have appointed Mr. Forsythe to the board, yet, since they are no longer board members, and Mr. Shea has no authority to appoint anyone to the board, Mr. Forsythe is not a “legal board member” either.

We have taken the steps we took (removing Mr. Shea from his volunteer position as Executive Director) because of serious concerns regarding, obviously, continual non-compliance with the CABPRO By-Laws, uses of CABPRO funds, and many other grave concerns.

We have made every attempt to settle this according to CABPRO’s established By-Laws. However, Sunday February 23rd, the three of us, along with volunteer office manager Donna Flores, were served notice of the lawsuit. We met with CABPRO’s attorney, Craig Diamond, Monday morning to see how this unfortunate and destructive situation could be resolved.

Mr. Diamond presented us with four options:

1. Capitulate and give control of CABPRO to Mr. Shea and his cohorts.
2. Answer their complaint.
3. Answer their complaint and counter-claim against them.
4. Declare war.

The costs of the four options are as follows:

1. Nothing. (Other than what has already been spent on legal advice.)
2. Between \$2,500 and \$5,000. (Or more.)
3. Between \$10,000 and \$50,000. (Or more.)
4. Unlimited.

Under those circumstances, we thought it best to leave it to CABPRO’s members to choose who they would prefer to have leading CABPRO. We believe the CABPRO membership should decide how you would like to proceed. After all, YOU are the owners of the CABPRO

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corporation. While we have serious concerns about returning CABPRO to the hands of Mr. Shea, Mr. and Mrs. Marshall and Mr. Forsythe, we do not believe it benefits anyone (except the above) to waste any more CABPRO funds on what, in our opinion, is a frivolous and malicious lawsuit.

If CABPRO is as important to you as it is to us, you have the right to call a special meeting to decide who will lead CABPRO. The By-Laws state that “A special meeting of the members for any lawful purpose may be called at any time by a majority of the board or the chairman of the board, if any, or by the president or five percent or more of the members.” Please note that the former (or current, if applicable) Executive Director does not have the authority to call a special meeting.

You may request a special meeting to determine the leadership of CABPRO by contacting CABPRO either by mail or email at:

CABPRO
P. O. Box 902
Grass Valley, CA 95945

cabpro@sbcglobal.net

We have included the section of the By-Laws dealing with Voting Members and Membership Meetings for your convenience. A complete copy of the By-Laws should be made available to any member at their request.

Please also be advised that if an attempt is made to shut CABPRO down, (which the members MUST vote on) in Section 2.2 – Voting Members the By-Laws state: “If the corporation is dissolved, those members shall receive a pro-rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.”

If you choose to discontinue your membership with CABPRO, your dues should be pro-rated and the remainder returned to you upon your request.

We are sincerely sorry to take this step, but believe there is no good alternative other than to let you, the members, decide the fate of your organization.

Respectfully,

Kirk Pharis, Chairman, Board of Directors
Kim Janousek, Board of Directors
Melinda Monaghan, Board of Directors