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13 **SECOND JUDICIAL DISTRICT COURT**

14 **WASHOE COUNTY, NEVADA**

15 LAWRENCE GARVEY, an individual; and
16 ROBERT PAYTON, an individual;

17 Plaintiffs,

18 v.

19 CLUB TAHOE RESORT OWNERS
20 ASSOCIATION, INC., a Nevada nonprofit
21 corporation; KEITH WILSON, an individual;
22 GLORIA DEALBA, an individual; DONALD
23 WALL, an individual; ROBERT
24 VERMELTOORT, an individual; CHRISTINA
25 BECKER, an individual; KEITH OGDEN, an
26 individual; MARC PEARL, an individual; DOES 1
27 through 10 inclusive; and ROE CORPORATIONS
28 I through X inclusive,

Defendants.

Case No.: CV25-02319
Dept.: 9

**PLAINTIFFS' OPPOSITION TO
DEFENDANTS' MOTION FOR ORDER
TO SHOW CAUSE #2: WHETHER
PLAINTIFFS ARE VIOLATING THIS
COURT'S APRIL 1, 2026 ORDERS**

COMES NOW Plaintiffs, LAWRENCE GARVEY and ROBERT PAYTON (hereinafter
"Plaintiffs"), by and through their counsel, the law office of Gibbs Giden Locher Turner Senet &
Wittbrodt LLP, and hereby files their Opposition to Defendants' Motion for Order to Show Cause #2:
Whether Plaintiffs Are Violating This Court's April 1, 2026 Orders (the "Opposition") filed by
Defendants CLUB TAHOE RESORT OWNERS ASSOCIATION (the "Association"), KEITH
WILSON (Mr. Wilson"), GLORIA DEALBA ("Ms. DeAlba"), DONALD WALL ("Mr. Wall"), and
MARC PEARL ("Mr. Pearl") (collectively, "Defendants").

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This Opposition is made and based upon the pleadings and papers on file in this matter, the following Memorandum of Points and Authorities, the entire records in this case, the Declaration of Dina Fitch attached as **Exhibit “1”**, any attached exhibits, and upon such argument as the Court may entertain at the hearing on the underlying Motion for Order to Show Cause #2: Whether Plaintiffs are Violating the Court’s April 1, 2026 Orders (the “Motion for OSC #2”).

DATED: May 28, 2026

GIBBS GIDEN LOCHER TURNER
SENET & WITTBRODT LLP

By: _____


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MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

Defendants' Motion seeks to hold Plaintiffs in contempt of the Court's Order Appointing Special Master entered on April 3, 2026 (the "Order"). Defendants allege that Plaintiffs have violated the Court's directives by speaking with interested media outlets regarding the case, fundraising for litigation expenses, and communicating with fellow owners of the Association regarding the case's posture and fundraising. However, a review of these alleged "violations" clearly demonstrates that Plaintiffs have not violated the Court's Order and that Defendants' Motion fails to meet the stringent legal requirements for contempt proceedings under Nevada law. Defendants failed to identify any clear, unambiguous written directive in the Order that Plaintiffs allegedly violated. Nevada law requires that contempt findings be based on a valid, written order that spells out compliance details in clear, specific, and unambiguous terms. *Div. of Child & Family Servs. V. Eighth Judicial Dist. Ct.*, 102 Nev. 445, 454-55, 92 P.3d 1239, 1245 (2004); *Cunningham v. District Court*, 102 Nev. 551, 559-60, 729 P.2d 1328, 1333-34 (1986). An order that does not specify compliance details in unambiguous terms cannot form the basis for a contempt finding. *Id.* The Order contains no express prohibition on the conduct Defendants now challenge. Further, the Order did not prohibit owners or parties from communicating with members, expressing views regarding Association governance, fundraising for litigation expenses, or advocating positions concerning the upcoming election.

Defendants also improperly conflate the independent Save Club Tahoe owner advocacy group, individual owners, and non-party supporters with the named Plaintiffs in this litigation. They are not the same. The Save Club Tahoe group is not a party to this action, and the Court's April 3, 2026 Order did not prohibit independent owners or owner groups from communicating with one another, fundraising, advocating regarding Club Tahoe governance, or expressing opinions about the upcoming election. Moreso, Plaintiffs have not exercised Association governance in violation of the Court's Order. The Court appointed a Special Master to manage the Association and oversee a compliant election, vesting all operational authority in the Special Master as a neutral third party. Plaintiffs have not held themselves out as a board, convened board meetings, voted on Association

1 business, issued directives on behalf of the Association, directed management or vendors, controlled
2 bank accounts, entered contracts, or issued official notices or communications as the Association or
3 its board. Plaintiffs have simply acted in their capacity as members and owners of the Association,
4 not as elected directors exercising corporate governance power.

5 To the extent Defendants' allegations relate to speech, communications with members,
6 communications with the media, communications by or with the Save Club Tahoe owner group,
7 litigation updates, fundraising, or concerns regarding the Former Board, those allegations involve
8 protected speech and owner advocacy. Plaintiffs have a fundamental constitutional right to speak
9 about matters concerning Association governance, the litigation, the upcoming election, and issues
10 of interest to the Association's membership and the media. Likewise, non-party owners and owner
11 groups are entitled to communicate with one another regarding Club Tahoe governance issues.
12 Defendants cannot use the Court's contempt power to silence Plaintiffs, chill owner
13 communications, or punish non-party owner advocacy that is not prohibited by the Court's April 3,
14 2026 Order. Defendants' attempt to conflate Plaintiffs with SCT, Dina Fitch, and other independent
15 owners does not establish a violation of the Order by Plaintiffs.

16 As such, Defendant's Motion for OSC #2 should be denied in its entirety, including the
17 request for sanctions.

18 **II. STATEMENT OF FACTS**

19 Plaintiffs refer the Court to Plaintiffs' Amended Complaint, Plaintiffs' Opposition to
20 Defendants' Preliminary Injunction, and Plaintiffs' Preliminary Injunction and Reply in Support for
21 an extensive rebuttal to the allegations made regarding Plaintiffs' conduct and 2025 Special Meeting
22 wherein the entire 2025 Board was unanimously recalled and a new Board was installed in
23 compliance with the Governing Documents and Nevada law and despite Defendants' and their
24 general counsel's intentional and concerted efforts to prevent the recall and hold unlawful power
25 over the Association. Plaintiffs provide the following facts refuting Defendants' allegations in the
26 Motion for OSC #2:

27 Club Tahoe is a timeshare condominium property that is operated, maintained, and subject to
28 the Association. The Association is governed by a Board of Directors, which until October 25,

2025, consisted of seven directors: Keith Wilson, President; Gloria DeAlba, Vice President; Donald Wall, Treasurer; Robert Vermeltfoort¹, Secretary; Christina Becker, Director; Keith Ogden, Director; and Marc Pearl, Director (collectively, the “Former Board”). (FAC at ¶20). As put forth in the First Amended Complaint (“FAC”), the Former Board was elected to their respective positions in the procedurally invalid and therefore void Annual Election held on April 25, 2025. (*See* FAC ¶¶21-61). In addition to conducting an improper April 2025 Annual Election, the Former Board’s tenure was marked by numerous violations of the Association’s Governing Documents, including entering into multi-year management contracts that have been harmful to the Association, failing to maintain the Property adequately, allowing improper transfers of interval weeks to a Board Member and his wife, improperly transferring reserve funds without authorization, and failing to provide required financial statements. (*See* FAC ¶¶62-124). Detailed specifics of the Former Board’s improper and harmful actions can be found in the attached Declarations to Plaintiffs’ Motion for Preliminary Injunction as Exhibits “1” – “4” and are incorporated herein.

After ongoing concern from many Members of the Association regarding the issues and improprieties carried out by the Former Board, a petition was circulated amongst Members to initiate a recall of the members of the Former Board. (FAC at ¶126; Plaintiffs’ Motion for Preliminary Injunction (“PI Motion”) Exhibit “1” at ¶¶19, 23-27, Exhibit “4” at ¶3). However, the Former Board gained wind of these recall efforts, and within August 15 and 22, 2025 letters, the Former Board expressly acknowledged their awareness of the ongoing recall efforts but sought to actively suppress the recall effort by misleading Members, issuing false statements, and seeking proxy solicitations for no valid or lawful purpose other than to obtain blanket voting authority in favor of the Former Board. (FAC at ¶ 127). Specifically, the Former Board stated that “We are aware of the petition to recall the Board and we firmly believe that a change of that degree while we are in the middle of this very challenging transition will be detrimental to our owners, staff, and Club Tahoe.” (*Id.*). These misleading proxy solicitations and statements to Owners demonstrated the Former Board’s early efforts to consolidate control over voting power and obstruct the membership’s recall initiative.

¹ Mr. Vermeltfoort resigned as Secretary of the Former Board on October 23, 2025.

1 (FAC at ¶128).

2 Thereafter, on September 18, 2025, Plaintiffs served the Former Board with a formal written
3 demand for a special meeting to recall the directors of the Former Board (the “Formal Demand re
4 Recall”). (FAC at ¶¶129-130). This Formal Demand re Recall was supported by petitions from
5 Members of the Association representing more than fifteen (15%) percent of the total voting power,
6 as required by Article IV, Section 4 of the Bylaws. (FAC at ¶131). Specifically, 770 signed Owner
7 petitions were provided to Owner Dusk Bennett, which represented 18.6% of the Association’s
8 membership according to Association records. (PI Motion Exhibit “1” at 29; Exhibit “4” at ¶¶3-5).
9 On September 18, 2025, Mr. Bennett packaged copies of the 768 Owner petitions he had received
10 through that date, and mailed the petitions via FedEx overnight delivery to the Association and
11 Former Board. (PI Motion Exhibit “4” at ¶5). The petitions were delivered by FedEx, addressed to
12 the Association’s President, Keith Wilson on September 20, 2025, and were signed for by “Kevin
13 K”. (PI Motion Exhibit “4” at ¶¶5-6) (FAC at ¶¶133-134). Despite this demand, the Former Board
14 failed to call the special meeting as required by the Bylaws. (FAC at ¶¶135-139). The Former
15 Board and its counsel continue to allege that they never received the petitions despite delivery
16 confirmation and owner testimony to the contrary. These petitions were provided again to counsel in
17 Plaintiffs’ Reply in Support of their Preliminary Injunction to support the 15% requirement to call
18 the Special Meeting and magnitude of Owners demanding it be called. Defendants have had the
19 petitions in their possession since September 20, 2025, and have had ample time to review them.

20 After two weeks without a response from the Former Board, Mr. Bennett sent an email to the
21 entire Former Board advising them that petitions were delivered and demanding a Special Meeting.
22 (PI Motion Exhibit “1” at ¶30; Exhibit “3” at ¶¶ 7-10; Exhibit “4” at ¶¶7-10). Five of the seven
23 Former Board members did not respond. (PI Motion Exhibit “4” at ¶¶11-12). Thereafter, on
24 October 8, 2025, Directors Ogden and Becker issued a formal demand, demanding that the Former
25 Board call a special meeting for October 25, 2025. (PI Motion Exhibit “1” at ¶31; Exhibit “3” at
26 ¶¶12-28). The Former Board did not respond. (PI Motion Exhibit “3” at ¶25). After three formal
27 requests were made to the Former Board to hold the special meeting without any response, Directors
28 Ogden and Becker issued a notice to the membership on October 11, 2025, in compliance with the

1 fourteen-day notice requirement of Article IV, Section 2 of the Bylaws. (FAC at ¶¶140-144) (PI
2 Motion Exhibit “3” at ¶¶26, 28-33). The Former Board failed and refused to acknowledge their
3 fiduciary and legal requirements under the Bylaws to notice a special meeting pursuant to the
4 petitions of more than fifteen (15%) percent of the membership for the purpose of recalling the
5 Former Board. (FAC at ¶145).

6 On October 25, 2025, a Special Meeting of the membership, properly noticed by Directors
7 Ogden and Becker, was duly convened for the purpose of holding a recall election. (FAC at ¶148)
8 (PI Motion Exhibit “2” at ¶¶81; Exhibit “3” at ¶¶32-33, 39-47). Less than 24 hours before the
9 Special Meeting, access to the Association’s clubhouse was denied through representatives of the
10 Former Board, forcing Members to relocate to an alternative facility within Washoe County to
11 conduct the special meeting. (FAC at ¶¶149-150) (PI Motion Exhibit “1” at ¶¶32-34; Exhibit “2” at
12 ¶¶82; Exhibit “3” at ¶36). Despite this obstacle, the Special Meeting proceeded on October 25, 2025,
13 with a quorum established. (PI Motion Exhibit “1” at ¶34-36; Exhibit “2” at ¶84-85; Exhibit “3” at
14 ¶42-44) (FAC at ¶151). At the Special Meeting, Members voted to recall all Former Board
15 members, with a *unanimous* recall of 641 votes cast in favor of the recall, and none that opposed.
16 (PI Motion Exhibit “1” at ¶¶35-37; Exhibit “2” at ¶¶83-85; Exhibit “3” at ¶¶45-46) (FAC at ¶151).
17 Pursuant to Article V, Section 3 of the Bylaws, the motion to recall all members of the Former Board
18 was approved by the required two-thirds vote of present voting Members, and all Former Board
19 members were recalled from their positions effective immediately. (FAC at ¶¶152-153). Following
20 the recall, seven successor directors were immediately elected at the Special Meeting to fill the
21 vacancies created by the recall (the “New Board”). (FAC at ¶¶155) (PI Motion Exhibit “1” at ¶38,
22 Exhibit “3” at ¶50). Proper election procedures and requirements under Nevada law and the
23 Governing Documents were followed, with the utmost care taken to follow every requirement to
24 ensure a compliant election. (PI Motion Exhibit “3” at ¶39-47).

25 The Former Board refused to acknowledge the recall results, failed to cooperate with the
26 transition to the New Board, and withheld Association records, keys, contracts, vendor information,
27 and the membership roster from the New Board. (FAC at ¶¶157-158). Moreso, the Former Board’s
28 counsel, the law firm of Leach Kern Gruchow Song (“LKG”), purported to represent only a fraction

1 of the Former Board, as LKG noticed Directors Ogden and Becker that they were excluded from a
2 Former Board meeting on October 29, 2025, even though LKG and the Former Board took the
3 position that the Special Meeting recall and successor director election were invalid and that the
4 Former Board remains the rightful board. (FAC at ¶¶159-161) (PI Motion Exhibit “3” at ¶¶51-62).
5 Directors Ogden and Becker were not included in Association-provided counsel, and were required
6 to find their own counsel for the litigation given Defendants determination that Ogden and Becker
7 were conflicting parties due to their actions surrounding the Special Meeting.

8 The exclusion of certain Former Board directors and failure to acknowledge the recall vote
9 continued, as the Former Board held secret board meetings and secret executive meetings as
10 standalone sessions without providing any notice or agenda or meeting minutes to the membership.
11 (PI Motion Exhibit “3” at ¶¶51-62). Those secret and improper meetings were never disclosed as
12 required under the Bylaws and Nevada nonprofit governance principles, and there are no records of
13 any Former Board actions taken at these meetings. (PI Motion Exhibit “3” at ¶¶51-62). Further, Mr.
14 Ogden and Ms. Becker continued to be removed from Former Board communications, were never
15 provided access to Association documents as Board Directors, and were excluded from any Former
16 Board meetings, despite LKG and the Former Board’s position that the Former Board remained the
17 duly elected directors of the Association, and no valid Former Board action authorized such
18 exclusion. (PI Motion Exhibit “3” at ¶¶51-62).

19 The Former Board’s tenure was marked by numerous violations of the Association’s
20 Governing Documents, including: conducting an improper April 2025 election using unauthorized
21 electronic voting; improperly using Association-owned weeks for voting; entering into unauthorized
22 multi-year management contracts (that have been detrimental to the Association); failing to maintain
23 the Property adequately; improperly transferring reserve funds without authorization; failing to
24 provide required Association financials; failing to distribute the annual audited financials to
25 Members by March 31, 2025 in accordance with Article XIII, Section 3 of the Association’s Bylaws
26 or provide any interim financials after being requested; failing to provide the membership roster after
27 being requested by various Members of the Association; and all other actions detailed in the
28 Declarations attached as Exhibit “1” through Exhibit “4” to Plaintiff’s PI Motion. Moreso, the

1 Former Board refused to acknowledge the outcome of the October 25, 2025 Special Meeting
2 wherein the entire Former Board was unanimously recalled and successor directors were duly
3 elected as the current New Board of the Association. The governance dispute resulted in the
4 paralysis of the Association's operations, jeopardizing its financial stability, the safety and
5 maintenance of the Property, and the rights of the Association's Members.

6 Thereafter, the Court held a hearing on April 1, 2026, on the multiple pleadings surrounding
7 the competing preliminary injunctions filed by both sides. Both Parties agreed that a Special Master
8 should be appointed to oversee a rule-compliant election and manage the Association in the interim.
9 Thereafter, on April 3, 2026, the Court issued an Order Appointing Special Master, wherein the
10 Court appointed Special Master Tiras pursuant to NRCP 53. The Order provides that the Special
11 Master shall promptly schedule and oversee an election for the Board of Directors in compliance
12 with the Association's Governing Documents and Nevada law, and he shall manage, supervise, and
13 maintain the Association until the new Board is elected and fully established. *See* Order at p. 2-6.
14 The Court stated during the April 1 hearing that there would be nothing affirmative done by either
15 purported board, and there is no board as far as the Court is concerned at this time. *See* Exhibit "L"
16 to Defendant' Motion for OSC at 42:5-8. The Parties and counsel have been working with the
17 Special Master continuously. Following subsequent meetings with the Special Master and counsel,
18 an Amended Initial Report was filed by the Special Master on May 19, 2026, proposing an election
19 date of October 17, 2026, with a contingency date of November 7, 2026. The Special Master's
20 election plan includes a membership vote on board size, quorum calculations excluding delinquent
21 owners with balances outstanding for more than one year, virtual meeting format with proxy
22 participation, and staggered terms for newly elected directors. Notably, the Special Master has not
23 found, and the Amended Initial Report does *not* state, that the Former Board's casting votes on
24 behalf of Association-owned interval units as Defendants misrepresent in their Motion for OSC #2.
25 The Special Master has decided not to vote with any of the Association-owned intervals in the
26 October 2026 election to ensure compliance and fairness in the new election.

27 Defendants' allegations that Plaintiffs are conducting a "concerted misinformation
28 campaign" are patently false, prejudicial, and a salacious attempt to cast Plaintiffs in a negative light

1 to incur favor with the Court and Special Master. The actions Defendants complain about are core
2 First Amendment rights that Plaintiffs are afforded: they are allowed to talk with media sources
3 regarding inquiries into the case, which is public and has garnered interest from the media; they are
4 allowed to discuss the litigation, upcoming election, and concerns with the conduct of the members
5 of the former board with their fellow Association owners; and they are allowed to seek donations
6 and monetary contributions to help fund the litigation expenses required to seek judicial intervention
7 given the harmful and alleged unlawful actions by Defendants, their ignorance of the membership's
8 will, and insistence to hold power over the Association. Discussing the litigation and ongoing
9 ownership concerns of the Association and its board with the media does not constitute an "intent to
10 litigate in the media"; it is simply Plaintiffs' free speech right to speak with interested media outlets
11 and discuss the case and their concerns. Plaintiffs' actions have not interfered with the Special
12 Master's duties, the upcoming election, and simply are First Amendment rights that Defendants seek
13 to gag simply because they do not like the consequences of their own actions.

14 Defendants improperly attribute owner-prepared advocacy materials to Plaintiffs as
15 Association communications, which is they clearly were not under their language and intent. Further,
16 Plaintiffs' conduct may constitute legitimate political activity within the Association. Encouraging
17 members to revoke proxies so that they can participate in the election and avoid wasted
18 proxies/votes automatically given to the Association, which is here the Special Master, who has
19 explicitly stated he will not be voting with the Association-owned intervals, from not being used (*see*
20 Bylaws at Article III, §3); distributing information about governance issues; and fundraising to
21 support litigation costs are all activities protected by principles of free speech and association
22 governance. Defendants' characterization of these activities as improper misinformation and bribing
23 is disputed and not established by evidence.

24 Most concerning, Defendants' "facts" in the Motion for OSC #2 are largely tainted, with
25 multiple **blatant misrepresentations** to the Court. Defendants seek to win favor through lack of
26 candor, and the Court should reject such attempts and consider sanctions for the blatant
27 misrepresentations made by Defendants' counsel. First, Defendants state that Dina Fitch represented
28 herself as President of the "Recall Board" in her April 6, 2026 email, and that she was directing such

1 email on behalf of the “Recall Board” and promised to schedule a “membership meeting.” (*See*
2 Motion for OSC #2 at 8:2-9). However, an *accurate* review of the April 6, 2026 email from Ms.
3 Fitch clearly provides that she was emailing the membership as a fellow owner, hence the greeting
4 “Hello Fellow Club Tahoe Owners.” (Exhibit S to Defendants Motion for OSC #2). Nowhere in the
5 email did Ms. Fitch purport to be acting on behalf of any claimed board, as a president of any
6 claimed board, or holding a membership meeting on behalf of a board. (*Id.*). Just as Plaintiffs’
7 counsel told Defendants’ counsel, there is nothing wrong with the email. Seeking financial
8 contributions to support litigation finances that benefit the membership and supporters of the “Save
9 Club Tahoe” group, an Owner-based group supporting Plaintiffs’ efforts to establish a rule-
10 compliant election and provide for a maintained and stable community association, is not a violation
11 of any Court order. Moreso, Defendants’ claims that Plaintiffs’ conduct is in an effort to position the
12 Association for termination under a “Sunset Clause” is patently false and disingenuous, as
13 Defendants and their counsel know that one of the major concerns and reasons for the litigation itself
14 was to stop the Former Board and GPR from attempting to terminate Club Tahoe.

15 More importantly, the April 6, 2026 email was a valid clarification after the Special Master
16 was appointed and it was deemed there was no functioning board pursuant to the Court’s April 3,
17 2026 Order. The email simply clarifies that Association assets were not and are not offered in
18 exchange for financial contributions. Defendants completely mislabel this email, stating that Ms.
19 Fitch was bribing members with Association assets for financial contributions. This is patently false.
20 Ms. Fitch had circulated a proposed fundraising concept in mid-March 2026, prior to the Order
21 Appointing Special Master but after the October 2025 Special Meeting wherein Ms. Fitch and the
22 other “Recall Board” members were elected to their positions and the Former Board was recalled.
23 **Exhibit “1”** – Declaration of Dina Fitch. This communication was prior to the Order and cannot be
24 a violation of an Order that was entered after the communication was sent. Further, this
25 communication was limited to the voluntary use of personally owned weeks donated by individual
26 owners, potential bonus week concepts involving owner-controlled usage, and alternatives intended
27 to discourage owners from simply deeding weeks back to the Association. *Id.* However, this
28 concept was never intended to involve unauthorized transfers of Association-owned property,

1 Association funds, or official Association benefits for which it did have authority over. *Id.* To
2 clarify this, particularly after the Special Master was appointed and all purported boards ceased to
3 exist, Ms. Fitch sent the April 6, 2026 email clarifying that concept was withdrawn and no longer
4 operational or offered. This is clear in the email. *See* Exhibit S to Defendants' Motion for OSC #2.

5 For the reasons contained herein, Plaintiffs respectfully request that the Court deny
6 Defendants' Order to OSC #2 as Plaintiffs have not violated the Court's Order and Defendants fail to
7 allege or demonstrate that Plaintiffs' conduct is in violation of the appointment of the Special Master
8 or directive that no board exists or may act affirmatively as such.

9 **III. LEGAL ARGUMENT**

10 Defendants' Motion for OSC #2 is another weak and dishonest attempt to curb Plaintiffs'
11 First Amendment protected rights and corral Plaintiffs into how Defendants would prefer they act.
12 This Motion for OSC #2 fails and should be denied in its entirety. First, contempt of court requires a
13 clear, unambiguous written order that spells out compliance details in specific terms. Nevada law is
14 unequivocal that oral orders cannot support contempt findings, and that ambiguous written orders
15 provide insufficient notice of prohibited conduct. The April 3, 2026 Order does not contain any
16 express prohibition on the conduct Defendants challenge. The Order establishes the Special
17 Master's role and authority but does not prohibit Plaintiffs from communicating with members and
18 the media, expressing views about governance, or fundraising for litigation costs. Defendants cannot
19 rely on oral remarks from the April 1, 2026 hearing to expand the written Order into a contempt trap.

20 Second, the Order contains no express prohibition of the conduct Defendants allege. A
21 systematic examination of each operative component of the Order regarding the Special Master's
22 appointment and authority, duties and authority, reports and recommendations, *ex parte*
23 communications, record preservation, compensation, and procedural requirements reveals that none
24 of those components contains language prohibiting speech, communications with members, or
25 advocacy regarding the recall's validity. The Court expressly chose to appoint a Special Master
26 rather than issue a preliminary injunction, demonstrating that the Court did not intend to impose
27 broad speech restrictions.

28 Third, Plaintiffs have not exercised Association governance authority in violation of the

1 Court's Order. The Order's directive that neither faction take affirmative action refers to operational
 2 acts such as convening board meetings, voting on Association business, issuing directives,
 3 controlling finances, entering contracts, and issuing official notices on behalf of the Association.
 4 Plaintiffs have not engaged in such conduct. The Special Master remains the sole authorized
 5 operational decision-maker. The Court's Order does not strip Plaintiffs of their First Amendment
 6 rights, their status as owners and members of the Association, or prevent them from participating in
 7 litigation; it simply shifts the exercise of governance authority to the Special Master pending a
 8 compliant election. Moreover, Plaintiffs' conduct is protected by the First Amendment. Plaintiffs'
 9 communications with members, the media, and third-parties relating to fundraising, governance
 10 concerns, and litigation updates are all immune under free speech rights. Defendants cannot use the
 11 Court's contempt power to suppress Plaintiffs' protected speech or to punish them for advocating for
 12 the validity of the recall election.

13 For the reasons set forth herein, the Court should deny Defendants' Motion for OSC #2 and
 14 request for sanctions as Defendants have failed to establish that Plaintiffs violated a clear,
 15 unambiguous directive in the Court's order and seek to restrain Plaintiffs free speech rights.

16 **A. Contempt Requires A Clear, Unambiguous Written Order With Specific Allegations**
 17 **Of Violation**

18 Contempt of court is a serious sanction that must rest upon a firm legal foundation. Under
 19 Nevada law, a contempt finding cannot be sustained unless it is grounded in a clear and
 20 unambiguous written order that specifically delineates the conduct required or prohibited. *Div. of*
 21 *Child & Family Servs. V. Eighth Judicial Dist. Ct.*, 102 Nev. 445, 454-55, 92 P.3d 1239, 1245
 22 (2004); *Cunningham v. District Court*, 102 Nev. 551, 559-60, 729 P.2d 1328, 1333-34 (1986). An
 23 order on which a judgment of contempt is based must be clear and unambiguous, and must spell out
 24 the details of compliance in clear, specific and unambiguous terms so that the person will readily
 25 know exactly what duties or obligations are imposed. *Id.* A court order which does not specify the
 26 compliance details in unambiguous terms cannot form the basis for a subsequent contempt order. *Id.*
 27 This requirement protects fundamental fairness: a party cannot be held in contempt for violating
 28 directives that are unclear or subject to varying interpretations. Persons subject to an order must

1 know with reasonable certainty what conduct is forbidden or mandated. When an order is
2 ambiguous, it must be construed against the moving party seeking to enforce it through contempt
3 proceedings. *Halverson v. Hardcastle*, 123 Nev. 245, 163 P.3d 428 (2007).

4 Nevada law is equally clear that oral orders cannot support contempt findings. Requiring
5 courts to enter written orders is essential because oral orders are almost always unclear and subject
6 to varying interpretations. *See Div. of Child & Family Servs.* 120 Nev. at 454-55, 92 P.3d at 1245.
7 Persons who are not present at the time the court makes an oral order have no adequate basis for
8 ascertaining the court's mandate. *Id.* These concerns are not merely technical; they go to the heart
9 of due process and fair notice. Accordingly, if Defendants rely on oral remarks made during the
10 April 1, 2026 hearing-rather than on the written Order, their contempt request fails as a matter of
11 law. The transcript of that hearing may provide context for understanding the Court's intent, but it
12 cannot expand or supplement the written Order into a basis for contempt. The written Order alone is
13 the measure of compliance.

14 Beyond the requirement of a clear written order, contempt also demands that Defendants
15 identify specific conduct that violates a particular directive. Generalized accusations that Plaintiffs
16 are purporting to be the Board, or vague assertions of improper conduct, are insufficient. Each
17 alleged act must be tied to a specific paragraph or provision of the written Order. Without such
18 specificity, Defendants have not met their burden of establishing that Plaintiffs violated a clear
19 command. Defendants' burden includes establishing that: (1) a clear, unambiguous written order
20 exists; (2) that order specifically prohibits or mandates the conduct at issue; and (3) Plaintiffs'
21 alleged conduct violates that specific directive. Defendants have failed to provide a valid and
22 persuasive argument at all three steps.

23 The operative written Order in this case is the April 3, 2026 Order Appointing Special Master
24 under NRCP 53. That Order vests management and oversight authority in the Special Master,
25 instructs him to conduct a compliant election, and establishes reporting and objection procedures,
26 among other items under NRCP 53. None of the provisions in the Order contain clear or
27 unambiguous language prohibiting Plaintiffs from communicating with Association members,
28 expressing their views about the recall election or governance matters, or fundraising for litigation

costs. The Order addresses the mechanics of judicial oversight through the Special Master; it does not purport to strip Plaintiffs of their right to speak or to seek monetary support. Further, although the April 1, 2026 hearing transcript may provide context, the Court’s oral comments that neither the Former Board nor the Recall Board could take affirmative action and that “there is no board” do not constitute a clear, written order capable of supporting contempt as Defendants imply. The term affirmative actions itself is ambiguous and subject to interpretation. Without a clear written directive specifying what conduct is prohibited, Defendants cannot establish that Plaintiffs violated a particular command. Here, to the extent the Order is ambiguous regarding what conduct is prohibited, that ambiguity must be construed against Defendants as the moving party seeking to enforce the Order through contempt proceedings.

Defendants must demonstrate that: (1) a clear, unambiguous written order exists; (2) that order specifically prohibits or mandates the conduct at issue; and (3) Plaintiffs’ alleged conduct violates that specific directive. Defendants have not made this showing. The written Order Appointing Special Master does not clearly prohibit the conduct Defendants allege, and Defendants have not tied their accusations to specific provisions of that Order. Reliance on oral remarks from the April 1, 2026 hearing is legally inadequate under Nevada law, and as such Defendants’ Motion for OSC #2 should be promptly rejected.

B. Plaintiffs Have Not Exercised Association Governance Authority And There is No Express Prohibition Of Plaintiff’s Alleged Conduct

The central question here is whether Plaintiffs engaged in conduct constituting the exercise of Association governance authority—that is, acting as the Board—in violation of the Court’s April 3, 2026 Order, which allocated operational authority to the Special Master and directed that neither purported board take affirmative action pending a neutral election as there was no longer any operational board. The Court’s Order must be interpreted consistently with its stated purpose and the circumstances that prompted its issuance. On April 1, 2026, the Court expressed concern about the existence of competing boards and explicitly directed that there be nothing affirmative done by either alleged board, with operational authority to run through the Special Master only until a compliant election was held. The Order operationalized this directive by appointing the Special

1 Master to manage, supervise, and maintain the Association and to promptly schedule and oversee an
2 election for a new board.

3 Acting as the Board or exercising Association governance authority encompasses the
4 exercise of corporate power and decision-making authority on behalf of the Association. In practical
5 terms, this includes convening board meetings and conducting Association business; voting on
6 matters affecting the Association; issuing directives or decisions on behalf of the Association;
7 directing the management company, vendors, or service providers; controlling bank accounts,
8 signatories, or financial instruments; entering into contracts binding the Association; issuing official
9 notices or communications as the Association; or making operational or policy decisions that bind
10 the Association. These actions constitute the exercise of corporate governance power and the core
11 authority that the Court's Order temporarily displaced to the Special Master pending the completion
12 of a neutral election. Moreso, holding oneself out as the Board and communicating with members
13 would also be considered to be acting as a board in light of the Court's oral findings. However,
14 Plaintiffs have not done so, despite Defendants' misrepresentations to recharacterize the plain
15 written words in the April 2026 emails from Dina Fitch. Ms. Fitch was communicating as a fellow
16 owner and explicitly stated so. The lack of any mention of holding herself out as the President or as
17 the board fails to support a finding that she exercised association governance authority and violated
18 the Court's Order.

19 As demonstrated by Defendants' own allegations, Plaintiffs have not engaged in any conduct
20 described above. The Special Master, as appointed by the Court and operating under NRCP 53, is
21 the sole authorized operational decision-maker pending the election. The May 2026 amended report
22 from the Special Master reflects that he is overseeing operations and election planning, confirming
23 that governance functions remain vested in the Special Master rather than in either faction of the
24 Board. Defendants have not specified any alleged conduct that constitutes a violation of acting as
25 the Association or the board. Based on the current record, Plaintiffs have not engaged in any of the
26 typical governance actions and have not purported to be the board or Association when
27 communicating with members and the media. Because the Order bars governance acts by any of the
28 Parties, and because Plaintiffs have not exercised Association authority, there is no violation of the

Order and no basis for an order to show cause. Defendants' Motion for OSC #2 rests on alleged conduct that is simply individual owner communications and fundraising, and the Motion fails to identify any action by Plaintiffs that constitutes the exercise of Association governance authority as allocated to the Special Master by the Court.

Moreso, a careful examination of each operative component of that Order reveals that none contains an express prohibition on the conduct Defendants now challenge. The Order's appointment provision establishes the Special Master's role and grants authority to oversee operations and an election. This provision addresses who will manage certain functions going forward; it does not purport to strip Plaintiffs of their right to communicate with members, express opinions about the recall process, or fundraise for litigation costs. An appointment of a Special Master to oversee operations is fundamentally different from an injunction prohibiting speech. The Special Master's authority to oversee operations does not, by its terms, silence Plaintiffs' voices. Contempt cannot be based on implications, inferences, or creative readings of an order's language. A party cannot be held in contempt for violating a directive that is not clearly and expressly stated in the order itself. Therefore, Defendants have failed to identify any violations of the Order, and this omission is fatal to the Motion.

C. Plaintiff's Conduct and Speech Are Protected By The First Amendment

Nevada's Constitution expressly protects the right of citizens to freely speak, write and publish on all subjects, subject only to responsibility for abuse of that right. Nev. Const. Art. 1, § 9. To the extent Defendants' Motion for OSC #2 seeks to punish, deter, or restrict Plaintiffs' speech about this case, the upcoming election, fundraising efforts, or the conduct of the Former Board, the Court should scrutinize that request as a speech-burdening measure under the First Amendment and Nevada's coextensive constitutional protections. *See* Nev. Const. Art. 1, § 9; *Univ. & Cmty. College Sys. of Nev. v. Nevadans for Sound Gov't*, 120 Nev. 712, 100 P.3d 179 (2004). Defendants' Motion focuses heavily on Plaintiffs alleged "media communications, flyer distribution, and fundraising efforts," and Defendants' assertion that Plaintiffs are conducting a concerted misinformation campaign. Plaintiffs dispute those characterizations and have explained that the complained-of conduct consists of responding to media inquiries about a public case, communicating with fellow

1 Association owners about the litigation and election, and seeking donations to fund litigation
2 expenses.

3 Nevada law recognizes, in statutory form, that “good faith communication in furtherance of
4 the right to petition or the right to free speech in direct connection with an issue of public concern”
5 includes, among other things: (1) communications aimed at procuring governmental or electoral
6 action or outcomes; and (2) written or oral statements made in direct connection with an issue under
7 consideration by a judicial body or other official proceeding authorized by law. *Delucchi v. Songer*,
8 133 Nev. 290, 295, 396 P.3d 826, 330 (2017); NRS 41.637. Plaintiffs’ communications about
9 ongoing litigation and an upcoming election process overseen through court-ordered mechanisms
10 are, at minimum, the type of speech Nevada recognizes as petitioning/free speech activity.
11 Defendants’ effort to repackage these communications as contempt-worthy “violations” is, in
12 substance, an attempt to impose a gag on Plaintiffs’ ability to speak about and seek support for their
13 position in a public dispute that is being addressed through judicial proceedings. Plaintiffs may
14 respond to media inquiries about a public case; discuss the litigation, election, and concerns with
15 other owners; and seek donations to fund litigation expenses. Plaintiffs further maintain that such
16 conduct has not interfered with the Special Master’s duties or the upcoming election. Defendants’
17 attempt to curb Plaintiffs’ First Amendment rights by recasting these activities as contempt should
18 be rejected.

19 For these reasons, and independent of any other defects in Defendants’ contempt showing,
20 the Court should deny Defendants’ Motion for OSC #2 to the extent it is premised on Plaintiffs’
21 protected speech and petitioning activity under the First Amendment and Nevada’s coextensive
22 constitutional protections. Further, the Special Master process is already actively underway.
23 Election procedures are being established, operational authority has transitioned to the Special
24 Master, and the Parties have stipulated to the Special Master’s amended recommendations.
25 Defendants’ Motion for OSC #2 risks distracting from and complicating the very election process
26 the Court ordered and the Parties agreed to in order to move this matter toward resolution.

27 ///

28 ///

1 **IV. CONCLUSION**

2 For the foregoing reasons, Plaintiffs respectfully request that this Court deny Defendants'
3 Motion for OSC #2 and request for sanctions entirely, finding that Plaintiffs have not violated the
4 Court's April 3, 2026, Order.

5
6 DATED: May 28, 2026

GIBBS GIDEN LOCHER TURNER
SENET & WITTBRODT LLP

7
8 By: _____


Richard E. Haskin, Esq.
Nevada State Bar # 11592
Madison G. Wedderspoon, Esq.
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Las Vegas, Nevada 89128
Attorneys for Plaintiffs

CERTIFICATE OF SERVICE

The undersigned, an employee of the law firm of GIBBS GIDEN LOCHER TURNER
SENET & WITTBRODT LLP, hereby certifies that on May 28, 2026, they served a copy of the
foregoing **PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION FOR ORDER TO
SHOW CAUSE #2: WHETHER PLAINTIFFS ARE VIOLATING THIS COURT'S APRIL 1,
2026 ORDERS** by electronic service through the Regional Justice Center for Washoe County,
Nevada's ECF System:



An employee of
Gibbs Giden Locher Turner
Senet & Wittbrodt LLP

1
2 SECOND JUDICIAL DISTRICT COURT
3 COUNTY OF WASHOE, STATE OF NEVADA

4 AFFIRMATION
5 Pursuant to NRS 239B.030 and 603A.040

6 The undersigned does hereby affirm that the preceding document, *(title of document)*
7 PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION FOR ORDER TO SHOW CAUSE
8 file in case number: CV25-02319

9
10 (☒ mark one)

11 ☒ Document does not contain the personal information of any person.

12
13 ☐ Document contains the personal information of a person as required by: (☒ mark one)

14 ☐ A specific state or federal law, to wit: *(write the specific state or federal law)*

15 _____
16 ☐ For the administration of a public program

17 ☐ For the administration for a federal or state grant

18 ☐ Confidential Family Court Information Sheet (NRS 125.130, NRS 125.230, and
19 NRS 125B.055)

20
21
22 DATED this (day) 28th day of (month) MAY, 2026.

23
24 Submitted By: (Your signature) _____

25 (Print your name) Madison Wedderspoon, Esq.

26 (Attorney for) Plaintiffs
27
28

EXHIBIT “1”

DECLARATION OF DINA FITCH

I, Dina Fitch, do declare, affirm, and state as follows:

1. I am an adult over the age of 18 and have personal knowledge of the matters set forth herein. If called to testify, I could and would testify competently to the facts stated herein.

2. I am currently a joint Owner of three units at Club Tahoe Resort located in Incline Village, Nevada.

3. I am an Owner and Member in good standing at Club Tahoe Resort Owners' Association (the "Association" or "Club Tahoe").

4. I am also a member of a group of owners known as "Save Club Tahoe" ("SCT group"). The group organized after concerns arose among owners regarding the physical condition and financial stability of the Resort, as well as uncertainty surrounding the continuation of Resort after 2028.

5. SCT Group is entirely self-funded. The SCT Group's goal is to advocate for the restoration and preservation of the physical and financial health of Club Tahoe.

6. I have taken an active role within the SCT Group because my family has been associated with Club Tahoe for four generations. Club Tahoe has served as a "home away from home" for my family, including myself as a second-generation Owner and now my son. It is important to me that Club Tahoe remain part of our family for future generations.

7. My participation in the SCT Group has included communicating with other Owners regarding governance concerns, Resort-related matters, and fundraising efforts intended to support the SCT Group's advocacy and legal expenses.

8. SCT Group's fundraising efforts have always been voluntary and Owner-supported. The SCT Group does not receive Association funding.

9. On March 18, 2026, prior to the appointment of the Special Master, I sent an email to Owners within the SCT Group discussing a proposed funding idea intended to assist in covering legal and governance advocacy and litigation expenses.

10. The fundraising concept discussed was based solely on voluntary Owner participation and the potential use of personally owned weeks or Owner-controlled usage rights. It was never

1 intended to involve Association-owned weeks, Association property, or Association funds.

2 11. There was never any intent to purchase votes, proxies, influence, or special treatment
3 of any kind.

4 12. On April 6, 2026, after the Special Master was appointed by the Court's April 3, 2026
5 Order, I sent a follow-up email to clarify the fundraising proposal and avoid any misunderstanding.
6 In that email, I stated:

7 *"We would like to clarify a point regarding recent fundraising communications. Earlier*
8 *messages described an incentive program for fundraising in a way that could be*
9 *misunderstood. To be clear:*

10 • *We were never offering any Club Tahoe Association assets in exchange for donations. This*
11 *includes no Association-owned weeks, no Association funds, no waiver of assessments, no*
12 *special treatment, and no influence of any kind.*

13 • *Any incentive discussed was limited to individual owners voluntarily donating the use of*
14 *their own personal weeks as a thank you to other owners who chose to contribute. Those*
15 *donated weeks would be personal, not Association property.*

16 • *If any prior wording implied otherwise, that was a miscommunication and not the intent."*

17 13. At all times, my understanding and intent were that any proposed fundraising efforts
18 would remain voluntary, lawful, and separate from any Association assets or governance processes.

19 ///

20 I declare under penalty of perjury under the laws of the State of Nevada that the foregoing is true and
21 correct.

22 Executed this ^{5/28/2026}_____ day of May 2026.

24 Signed by:

Dina Fitch

25 D870B657E0B94B5
DINA FITCH