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May 29, 2024

VIA E-MAIL

Marsha Campbell
mcampbellsnowshoe@gmail.com

Re: Opinion Letter re Davis-Stirling

Dear Ms. Campbell:

You have requested my opinion on whether the Davis-Stirling “one voice rule” would be violated by distributing the attached document, which you authored, to members of the association. The answer is no.

First, there is no “one voice rule” in the Davis-Stirling Act. The policy of speaking with “one voice” comes from general corporate governance principles and majority rule. The board makes decisions by vote, and then acts in accordance with what the majority voted on. Once a vote is taken and decision made, a dissenting director should not represent something as being a board decision or policy if it is contrary to what the majority of the board actually decided. “One voice” does not mean that you cannot voice your disagreement.

You have every right to speak out and defend yourself, especially against a recall petition. You do not check your individual rights of free speech at the door once you become a board member. You can express your own opinions at any time, as long as you do not falsely represent something as being the board’s position.

It is very concerning that some of your fellow board members told you that the “one voice rule” prohibits you from voicing your opinion, and even more concerning that they voted to silence you from speaking at meetings until March of 2025. They have no right to do so. This is certainly not allowed under the law, and it is not what “censure” means. As a representative government, it is important that an association operate with every director having the freedom to express his or her opinions and participate in meetings. A vote of censure is a tool for the board to formalize its objection to something specific that a director said or did, so that it will not be interpreted as an action of the board. Censure is not to be used as a gag order. The board does not have the power to remove you from the board, yet they

are effectively doing that, by silencing your opinions. This is pretty outrageous. They do not have the power to do that.

Please let me know if you have further questions.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'SGP', with a stylized flourish at the end.

Sharon Glenn Pratt

SGP:sw