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Attorneys for Petitioners

MONTANA SIXTH JUDICIAL DISTRICT COURT, PARK COUNTY

DENNIS RILEY, WENDY RILEY,
JERRY LADEWIG, JEFFREY
LADEWIG, MARK SEAVER, ANDREA
SEDLAK, MARTHA McALISTER,
JOHN McALISTER, together with and on
behalf of other lot owners,

Petitioners,

v.

GLASTONBURY LANDOWNERS
ASSOCIATION, INC.,

Respondent.

Cause No. 2021-101

PETITION FOR JUDICIAL
DISSOLUTION OF NONPROFIT
CORPORATION

COME NOW Petitioners Dennis Riley, Wendy Riley, Jerry Ladewig, Jeffrey Ladewig, Mark Seaver, Andrea Sedlak, Martha McAlister, and John McAlister (collectively referred to as “Petitioners”) together with and on behalf of all lot owners (“Members”) identified on the attached Addendum No. 1 and state their complaint and petition for dissolution of the Respondent Glastonbury Landowners Association, Inc. (“GLA”). Petitioners comprise current and former Board members of the GLA and other current Members of the GLA.

PARTIES

1. Petitioner Dennis Riley is a member of the GLA. Dennis Riley is the immediate past President of the Board of the GLA.
2. Petitioner Wendy Riley is member of the GLA.
3. Petitioner Jerry Ladewig is member of the GLA. Jerry Ladewig is a current Board Director of the GLA.
4. Petitioner Jeffrey Ladewig is a member of the GLA.
5. Petitioner Mark Seaver is a member of the GLA. Mark Seaver is a past Board Director of the GLA.
6. Petitioner Andrea Sedlak is a member of the GLA. Andrea Sedlak is a current Board Director of the GLA.
7. Petitioner Martha McAlister is a member of the GLA.
8. Petitioner John McAlister is a member of the GLA. John McAlister is the current Vice President and Treasurer of the Board of the GLA.
9. The persons identified on Addendum No. 1 are current members of the GLA and have joined in this petition to divide or dissolve the GLA and other relief.
10. Respondent GLA is a Montana non-profit mutual benefit corporation located in Park County, Montana.

VENUE

11. Respondent GLA is headquartered in Park County, Montana, and all the Members' lots which make up the GLA are in Park County, Montana. Venue

is proper in the Montana Sixth District Court, Park County pursuant to Mont. Ann §§ 25-2-118, -123.

JURISDICTION

12. Montana Sixth District Court, Park County, has subject matter jurisdiction over the complaints and requested relief alleged herein, as well as personal jurisdiction over Respondent GLA upon proper service.

FACTS

13. GLA, as it presently exists, was formed in 1997. GLA is a mutual benefit corporation, organized in Montana as a non-profit corporation under Montana Code Annotated Title 35, Chapter 2.
14. The GLA presently consists of 414 separate properties or lots. The GLA is geographically and organizationally divided into a “South” and a “North” component. GLA South consists of 209 separate lots. GLA North consists of 205 separate lots. Each lot owner is a member of the GLA.
15. GLA existed by separate name and structure prior to 1997, which information is not relevant here, except to the extent that the owners of the land within the GLA have always been subject to recorded restrictive covenants established, maintained, and enforced by a landowner association.
16. All GLA members are subject to and bound by recorded restrictive covenants (“GLA Covenants”), governing their uses of their lots within GLA, subjecting them to assessments, and providing for maintenance and operation of shared resources, among other matters.

17. The GLA Covenants authorize formation of the GLA and its Board to carry out the general and specified purposes.
18. The GLA is governed by its Bylaws, which were most recently amended in 2020 (“Restated GLA Bylaws”).
19. The Bylaws create a Board of Directors (“GLA Board” or “Board”) for governance purposes.
20. The GLA Board is to be composed of up to six Directors from GLA South and six Directors from GLA North. Directors serve two-year terms, with a term limit of four total years (i.e., two consecutive terms). The Director terms are alternating, such that each year, three new Directors from GLA South and three new Directors from GLA North must be elected. Elections for Directors are to occur at the annual GLA member meeting in November.
21. If a vacancy occurs on the GLA Board mid-term, the GLA Bylaws provide that the GLA Board may appoint a replacement Director to fill the vacancy, subject to certain additional provisions. Directors whose terms expire in the election cycle typically continue to perform their Director duties following the November annual GLA meeting until their newly elected replacements are officially "seated" at the next Board meeting in December.
22. The 2020 GLA member meeting, including the election, was scheduled for November 14, 2020.
23. In 2020, the GLA Board consisted of the following Directors:

- a. GLA South:
 - i. Andrea Sedlak (term expiring 11/2020; candidate for re-election)
 - ii. John McAlister (Vice President/Treasurer; term expiring 11/2020; candidate for re-election)
 - iii. Jerry Ladewig, (term expiring 11/2020)
 - iv. Tim Brockett (term expires 11/2021)
 - v. Ed Dobrowski (announced in an email to the Board on 8/27/20 that he would resign at the end of the year, but continues to act as a Director)

- b. GLA North:
 - i. Newman Brozovsky (President; term expiring 11/2020; ineligible for re-election per term limits)
 - ii. Gerald Dubiel (term expiring 11/2020; ineligible for re-election per term limits),
 - iii. Claudette Dirkers (term expiring 11/2020; candidate for re-election)
 - iv. Charlotte Mizzi (Secretary; term expires 11/2021; ineligible for re-election per term limits)
 - v. Aija-Mara Accatino (term expires 11/2021)

24. In 2020, due to additional vacancies that had occurred, five seats from GLA South and four seats from GLA North were up for election. There were three qualified candidates for the GLA South positions and four qualified candidates for the GLA North positions.

25. The GLA Bylaws permit only members in good standing and their legal representatives to run for the GLA Board.
26. On October 1, 2020, the Board voted to uphold its procedural rules and standards for candidate qualifications, including requiring that nominees file timely notice to the Board per the application instructions and be in good standing with the GLA. Several of the 2020 nominees failed to qualify because they (1) sent their applications to a single Director or to the Administrative Assistant, so the entire Board did not receive their applications by the deadline, or (2) because they applied as a legal representative of a member but were not filed as a legal representative when they submitted their nomination form. Directors who had voted on October 1, 2020 against enforcing the procedures that disqualified certain nominees voiced strong opposition to the decisions to disqualify, and on October 3, 2020, Director and Secretary Charlotte Mizzi sent an extensive email to the GLA Attorney, Seth Cunningham, expressing their objections. Director, Vice President, Treasurer, and Petitioner John McAlister countered her claims, explaining that the Board had voted to enforce procedures that were clearly published.
27. On October 6, 2020, Secretary Mizzi mailed the voting packets, announcing the election and including absentee ballots that listed the qualifying nominees.
28. On October 17, 2020, the Board learned that members had received letters from a group calling itself the "Glastonbury Landowners Committee" ("GLC") that misstated the nomination process and provided an image of the

ballot with valid candidates' names crossed out, saying that these candidates "were removed from the ballot." Members were confused by these letters, thinking the GLC was a GLA committee and that the crossed-out candidates were no longer running for election.

29. On October 18, 2020, Director and Petitioner Jerry Ladewig, Chair of the Election Committee, motioned for an emergency board meeting to address the confusion these letters had caused. Five Directors voted in support and five Directors abstained. The motion failed for deadlock.
30. On October 18, 2020, Director and Petitioner Ladewig amended and renewed her motion for an emergency board meeting to address the election issues, with five Directors voting in support and five Directors abstaining. The motion failed for deadlock.
31. On November 13, 2020, the day before the election, in a virtual meeting of the Board with the GLA Attorney, Seth Cunningham, Secretary Mizzi moved and Director Gerald Dubiel seconded that the annual election should be postponed. The motion passed 7-3. Additionally, assuming that this election would be resumed at some point, a separate motion by Vice President and Petitioner McAlister, seconded by Secretary Mizzi, proposed that the GLA accounting firm, ATS, hold the absentee ballots received by the deadline. That motion passed 8-2.
32. Following November 13, 2020, the Board has been fully deadlocked on rescheduling the election, and no 2020 election has occurred.

33. Vice President and Petitioner McAlister, Director and Petitioner Andrea Sedlak, and Director and Petitioner Jerry Ladewig have requested a Board meeting to resolve the cancelled election on multiple occasions.
34. At a Board meeting on December 7, 2020, the Board voted 5-5 on three motions that would have resolved the election issues. The motions all failed due to deadlock. A fourth motion to request member input to resolve the deadlock was passed, but subsequently the Board was further deadlocked and incapable of agreeing on how to communicate with the members, thus ultimately failing to act on its December 7, 2020 resolution.
35. On December 30, 2020, the Board received a member petition to continue the election from November 2020 with the same qualified candidates but addressing subsequent changes and irregularities.
36. On January 2, 2021, the Board received a second petition to restart the November 2020 election with new nominations and to remove five current Directors. This petition included verbatim language from GLA Attorney, Seth Cunningham, which was in a GLA Board attorney-client privileged communication, released to the petition-writer by unknown Director(s) without the consent of the Board.
37. The Board has not addressed the two member petitions as is required in the Bylaws.
38. On or about December 20, 2020 to January 2, 2021, a motion was made to the Board to hold a members' meeting on January 23, 2021, with five Directors

voting in support and five abstaining. The motion failed for deadlock.

39. On January 6, 2021, Directors and Petitioners Ladewig, McAlister, and Sedlak, together with Director Claudette Dirkers, mailed nearly all members an explanation of the election cancellation events, including the current deadlock and inability to break the deadlock, and called for action by the Board and by the membership to resolve the deadlock and hold an election.
40. Director and Petitioner Ladewig has advised Board President Newman Brozovsky of his duty to call an annual meeting, which includes the election, pursuant to the Bylaws and state law, on several occasions, including by email January 10, 2021.
41. Vice President and Petitioner McAlister has telephoned President Brozovsky and requested that he call a Board meeting to address remedies for the deadlock and cancelled election. President Brozovsky has refused and failed to do so.
42. Director and Petitioner Ladewig and other Directors and GLA members have requested the Board to use mediation on several occasions, including on January 11 and 18, 2021, and had identified a potential mediator to help resolve differences and find a solution for the election. On January 24, 2021, the Board voted on mediation with four votes for, four votes against, one abstention and one absent, resulting in deadlock. On March 15, a GLA member who is a mediator emailed the Board and offered her services. President Brozovsky has not responded to this offer.

43. At a Board meeting on January 24, 2021, a motion was made to send a letter to the membership with a ballot presenting the proposals in the two member petitions, including choosing between two different options for addressing the failed election and deciding on the removal of five Directors. The motion failed in deadlock on a 4-4 vote, with one Director absent and another abstaining.
44. On January 26, 2021 Vice President and Petitioner McAlister suggested a landowner committee be established to determine the mechanism for carrying out the 2020 election. This proposal was motioned by Director and Petitioner Sedlak on January 28, 2021. Five Directors approved a landowner committee, and five Directors were non-responsive, rendering the motion failed.
45. On March 27, 2021, Director Timothy Brockett motioned that the Board agree to participate in mediation within 45 days to solve the Board deadlock. Four Directors voted yes, one voted no, and five did not vote within the time limit, rendering the motion failed.
46. Petitioners have exhausted every remedy available to them to break the deadlock and have not been able to do so, prior to seeking judicial dissolution.
47. Without a functioning Board, the members of GLA have protested and defected, including some members who have ceased and refused to pay assessments or to comply with the GLA Covenants because of the extreme dysfunction. For example, and attached as **Addendum No. 2**, is an April 8, 2021 letter from member Richard S. Will in protest of the GLA due to the de

facto dissolution of the GLA. Also, for example, GLA members have petitioned the Montana Attorney General to intervene due to the dysfunction, breakdown, and deadlock of the GLA Board. See **Addendum No. 3**.

48. The GLA deadlock and dysfunction have caused and will continue to cause waste of Association assets.
49. Further examples of misapplication and waste resulting from the deadlock and dysfunction of the GLA include:
 - a. Accrual of attorney fees to the GLA, exceeding the budgeted legal expenses, without oversight of the Legal Committee of the Board, and in defiance of multiple calls for Legal Committee meetings over a period of at least nine months.
 - b. Over-expenditures on road maintenance costs and failure to secure road maintenance services timely, to provide, among other services, critical snow removal. For over six months, the Board has been deadlocked on appointing a Roads Committee Chair, despite roads management being an essential function of the GLA for the safety and wellbeing of its members.
 - c. Failure to enforce building and use restrictions in the GLA Covenants and Bylaws, which has resulted in non-conforming construction and nuisance uses.
 - d. Misappropriation and misapplication of funds by President Newman Brozovsky's consultation with GLA attorney Seth Cunningham without

approval by the full Board, as the Bylaws require.

- e. Non-responsiveness to members' complaints, concerns, and requests.
- f. Dissemination of false or misleading information by individual Directors, which has been held out as official Board communication, despite clearly stated and known objection by other Directors.
- g. Failure to hold regular Board meetings, as the Bylaws require.
- h. Failure to provide necessary administrative tasks, such as maintaining accurate member lists, publication of meeting minutes and financial reports, scheduling meetings, and providing meeting agendas.
- i. Failure to communicate with all members regarding relevant information required by the Bylaws, including communication cancelling the November 2020 annual meeting and election.
- j. Failure to enforce collection of delinquent dues from a substantial number of the members through legal procedures approved by the Board due to abdication of duty by Legal Committee chair President Newman Brozovsky, and failure to effectively enforce the GLA Covenants on behalf of the membership.

50. The Board has failed to hold a 2020 annual member meeting and election, as required in the Bylaws.

51. Two of the Directors who voted to cancel the 2020 election and have consistently voted against resolution motions are term-limited, with their terms ending in 2020. These two Directors have effectively extended their

terms by unilateral and self-serving actions and refusals to act, including failure to hold an election for their replacements. A third Director had announced his resignation, but he remains on the Board, so as to vote and perpetuate the deadlocks.

52. The ongoing deadlock prevents the necessary preparations for the next election, as evidenced by the Feb 22 motion for the Board to approve updated nomination forms and instructions for the 2021 election. Five Directors voted to approve and the remaining Directors did not vote at all. Thus, due to the current deadlock and failure of corporate management, it will not be feasible or likely that the pre-election process for the 2021 annual election will occur or be successful, including nominations, which should begin in August 2021.

COUNT 1

(Dissolution pursuant to Mont. Code Ann. § 35-2-728)

53. Petitioners reallege all prior allegations.
54. More than five percent of the voting power, including three current Directors and two former Directors, petition for judicial dissolution of GLA pursuant to Mont. Code Ann. S. 35-2-728.
55. The Directors of GLA are deadlocked in the management of the corporate affairs, including the holding of an annual election to elect its Directors.
56. The Members of GLA, including Petitioners here, have repeatedly tried but have been unable to breach the deadlock, which has impeded GLA functions since October 2020.

57. The assets of GLA are being misapplied, mishandled, and wasted because of the current deadlock, as Directors are acting ultra vires and without full Board approval.
58. Montana law provides for dissolution when the Board is hopelessly deadlocked to protect the interests of the GLA Members, including self-governance, property interests, and preventing waste and mismanagement of assets. Alternative plans will be required for maintaining roads and property standards.

COUNT 2

(Reasonable alternative pursuant to Mont. Code Ann. § 35-2-728)

59. Petitioners reallege all prior allegations.
60. More than five percent of the voting power, including three current Directors and two former Directors, petition for judicial dissolution of GLA pursuant to Mont. Code Ann. S. 35-2-728.
61. The Directors of GLA are deadlocked in the management of the corporate affairs, including the holding of an annual election to elect its Directors.
62. The Members of GLA, including Petitioners here, have been unable to breach the deadlock.
63. The assets of GLA are being misapplied, mishandled, and wasted because of the current deadlock, as Directors are acting ultra vires and without full Board approval.
64. A reasonable alternative to dissolution is division of the GLA into separate

landowner associations along its geographic and organization structure into two separate landowner associations as follows: a GLA North non-profit corporation and a GLA South non-profit corporation. The 5-to-5 split on the Board would thereby be resolved, since the fundamental disagreement is largely between the Directors who represent the different geographical sectors. That is, 4 of 5 Directors on each side of the deadlocked votes represent opposite geographical sectors.

PRAYER FOR RELIEF

WHEREFORE, Petitioners request judgment against GLA as follows:

1. For an order judicially dissolving the GLA.
2. Alternatively, for an order dividing the GLA into separate non-profits along its geographic and organizational structures of GLA South and GLA North.
3. For attorney fees and legal costs, as deemed proper and just.
4. For any other relief available to Petitioners.

DATED this 23rd day of June, 2021.

/s/ Nicholas J. Lofing
Attorneys for Petitioners

Addendum No. 1

(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	S108	DENNIS R. RILEY	<i>Dennis Riley</i>
2	S58	JEFFREY P RIEDERER	<i>Jeffrey P Riederer</i>
3	S69	Robert Baker	<i>Robert Baker</i>
4	S43C	<i>Kim Jensen</i>	<i>Kim Jensen</i>
5	S43D	<i>Kim Jensen</i>	<i>Kim Jensen</i>
6	S88B	<i>Stephen Sines</i>	<i>Stephen Sines</i>
7	S59	Elena Mattimbaum	<i>Elena Mattimbaum</i>
8	S79	Myron E Moorman	<i>Myron E Moorman</i>
9	S65	Myron E Moorman	<i>Myron E Moorman</i>
10	S64A	Charles B. Tanner	<i>Charles B. Tanner</i>
11	S64B	Charles B. Tanner	<i>Charles B. Tanner</i>
12	N59	Charles B. Tanner	<i>Charles B. Tanner</i>
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Stephen Sines

Addendum No. 1

(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	41A ³	Frank Solomon	Frank Solomon
2	17E	David L. Hink	David L. Hink
3	61A ^{NG}	Roebby Simons	Roebby Simons
4	NG 33E	Linda Ulrich	Linda Ulrich
5	NG 44B	SIMEON IRWIN	Simeon Irwin
6	N4 38A	Joanna Dawson	John Dawson
7	N4 35A	Joanna Dawson	John Dawson
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Addendum No. 1
(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

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	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
	1	33C Christina Aydt	Christina Aydt
	2	33C Tim Aydt	Tim Aydt
✓	3	33C Kerin Richards	Kerin Richards
	4	33C John Richards	John Richards
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Addendum No. 1

(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG 82	BYRON KASSING	<i>Byron Kassing</i>
2	SG 83	BYRON KASSING	<i>Byron Kassing</i>
3	SG 280	BYRON KASSING	<i>Byron Kassing</i>
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Addendum No. 1
(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	556A-2	Anju Parthasarathy	Anju Parthasarathy
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Signs

From: Dennis Riley driley406@hotmail.com

To: Dennis Riley driley406@hotmail.com

Date: Monday, June 21, 9:28 AM

Addendum No. 1
(Support for and joinder in Petition to dissolve GLA per MCA 35-2-228)

Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	68 Leslie Karen Diche	[Signature]
2	68 ERON DICHE	[Signature]
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Addendum No. 1

(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG 25A	John & Martha M ^c Alister	J. R. P. M ^c Alister
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Addendum No. 1

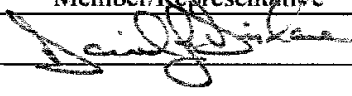
(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG 39A	Mark Edward Seaver Revocable Trust Andrea Jane Sedlak Revocable Trust	<i>Mark Seaver</i> <i>Andrea Jane Sedlak, the</i>
2	SG 39B	Mark Edward Seaver Revocable Trust Andrea Jane Sedlak Revocable Trust	<i>Mark Seaver</i> <i>Andrea Jane Sedlak, the</i>
3	SG 39C	Mark Edward Seaver Revocable Trust Andrea Jane Sedlak Revocable Trust	<i>Mark Seaver</i> <i>Andrea Jane Sedlak, the</i>
4	SG 33C	Jerry Ladewig	<i>Jerry Ladewig</i>
5	SG 33C	Jeffrey P. Ladewig	<i>Jeffrey P. Ladewig</i>
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Addendum No. 1

(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG-38-1D SG-38-1E	DANIEL DRISLANE	
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Addendum No. 1

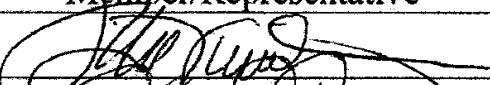
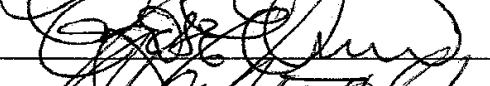
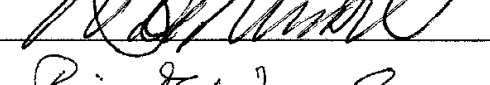
(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG-38-1D SG-38-1E	DANIEL DRISLANE	
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Addendum No. 1

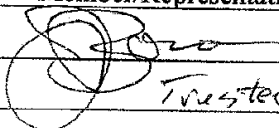
(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG 26A1	Leo and Dorothy Keller	Leo Keller
2	SG 30E3	NORMAN KWIECIEŃ	Norman Kwiecień
3	SG 30D	NORMAN KWIECIEŃ	Norman Kwiecień
4	SG 26E	Gerald & Ruth Ann Young	Gerald Young
5	SG 30C	STEVE & Keltie Anderson	Steve Anderson
6	NG 11E	Michelle McCowan	Michelle McCowan
7	NG 31W	Robert & Kristina SONES	Kristina Sones
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	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG 90	PETER H ERICKSON	
2	SG 91	CYDRESE I ERICKSON	
3	SG. 71	WALTER NUNNEN	
4	IG. 72	REGINA NUNNEN	Regina N. Nunn
5	NG. 27	REGINA NUNNEN	Regina N. Nunn
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Addendum No. 1

(Support for and joinder in Petition to dissolve GLA per MCA 35-2-728)

	Lot Number	Name of Legal Owner/Member	Signature of Authorized Member/Representative
1	SG38	Joel Edward Bonner,	 Trustee
2	-1C	III Trust	
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Glastonbury Landowners Association
Post Office Box 312
Emigrant, MT 59027

8 April 2021

On advice of counsel, I am giving official notice to the Glastonbury Landowners Association (GLA) that I will no longer pay dues or assessments to the Association effective January 1, 2021.

I take this action upon my belief that the GLA Board of Directors is not legally constituted, its actions contravene Association Governing Documents and Montana State law, and therefore in the absence of a legitimate authoritative body, the GLA has ceased to function as a lawful entity.

Any attempt to collect dues, levy assessments, or impose fines or penalties will afford the courts of Park County and the State of Montana an opportunity to assess the validity of the issues enumerated below.

My actions are based on multiple facts and beliefs, including:

- That the GLA has not held an official Association Members meeting within the past calendar year as required by GLA Governing Documents and Montana State law.
- That a Board Director who resigned effective the end of calendar year 2020 is still serving and voting on GLA business.
- That 2 previous Board Directors who are prohibited by GLA Governing Documents from serving beyond their term which expired in 2020, continue to serve and vote on GLA business. They contend that their tenure continues until new Board Directors are elected to replace them. However, it is these same Board Directors who voted to cancel the scheduled November 2020 Association Members election, and who have failed to expeditiously pursue a rescheduled election, in effect prolonging their tenure in a self-serving and illegitimate manner.
- That the current Board, including the Director who resigned and the 2 Directors whose tenure has expired, has for months been deadlocked with no clear path to resolution, resulting in the cessation of legitimate and necessary Association business, and creating legal grounds for Judicial Dissolution of the Association under Montana law. (Montana Code Annotated 2019, TITLE 35. CORPORATIONS, PARTNERSHIPS, AND ASSOCIATIONS, CHAPTER 2. NONPROFIT CORPORATIONS, Part 7. Dissolution and Liquidation, Grounds For Judicial Dissolution).
- That certain Board Directors decline to vote on motions, resulting in vote failures for lack of majority that further impedes the legal process and disenfranchises Association Members.
- That there have been verified instances of contracts voted by the Board being altered without Board approval to favor certain parochial interests.
- That significant expenditures by Board Directors in the absence of Board approval, as required by GLA Governing Documents, has resulted in misappropriation of Association funds.
- That Individual Board Directors have communicated with Association Members purportedly speaking on behalf of the Board when in fact there has been no Board approval for such action.
- That certain Board Directors have communicated with Association Members using deceptive practices, including correspondence using a name similar to the official Glastonbury Landowners Association name, causing significant confusion among Association Members who assumed that the communiques came officially from the Board.
- That Board Officers have expended Association funds without Board approval as required by GLA Governing Documents, including receiving legal opinions supporting their specific actions that have been questioned by other Board Directors.
- That official Board Minutes have been made available to Association Members 6 months or longer after monthly Board Meetings and periodically include commentary that some Board Directors find inaccurate or deceptive.

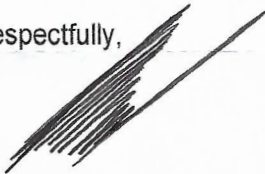
This is but a sample of Board actions that I believe contravene Association Governing Documents, breach Montana law, disenfranchise Association Members, and violate ethical business practice.

And if these issues above were not sufficient to prove dysfunction, the recently released 2020 financials describe a pattern of cost overruns, mismanagement, and potential malfeasance.

It is manifestly unreasonable and beyond comprehension that Glastonbury Landowners should continue to finance a wasteful, incompetent, and mismanaged entity that exhibits longstanding behavior as indicated above.

As such it is my belief that Board Directors are operating *ex parte* and not in the best interest of all Association members, that Board dysfunction has created an untenable atmosphere, and therefore has rendered the Glastonbury Landowners Association an illicit entity without authority to represent and regulate the landowners of Glastonbury.

Respectfully,

A handwritten signature in black ink, appearing to read "Richard S. Will". The signature is written in a cursive style with some overlapping strokes.

Richard S. Will
SG-43A

PO Box 1142
Emigrant, MT 59027
January 25, 2021

Montana Attorney General Austin Knudsen
215 N. Sanders, Third Floor
Helena, MT 59620-1401

Mr. Knudsen,

I am writing to ask if there is a way that you could inform the Glastonbury Landowner Association (GLA) in Emigrant MT that you are aware they are a deadlocked board which is not taking care of business and that one of the consequences of a deadlocked board is to dissolve a Non-Profit Corporation such as GLA.

The board failed to complete the annual board election scheduled for November 14, 2020 and has been deadlocked ever since. Six directors have terms that expired in December 2020 and one director resigned effective December, 2020. Given that our Bylaws require the board to have at least four members (and technically we are down to three), GLA is broken and in-operational.

GLA members have not received meeting minutes since July 2020; they have not received financial reports in over a year. There is no approved 2021 budget yet members were sent assessment invoices for 2021. Total 2020 legal costs (\$25,540) are over budget (\$7,029) by \$18,511 (363%). Total 2020 road costs are \$99,831 versus a budget of \$82,472, an overspend of \$17,359 (21%) As of January 25, 2021, there is no approved contract for snow removal and sanding on platted roads.

It is my sincere hope that there will be a way you could send a strong letter from your office reminding the board of their responsibilities and warning that unless they get back to business, your office could take further action such as the revocation of the GLA Articles of Incorporation. Or is there another remedy you might suggest?

By way of background: GLA is faced with a unique situation of having a church, Church Universal and Triumphant (CUT), embedded within the association. Normally religious affiliation does not split a board, but in this situation, the fuel behind the current deadlock is the first loyalty to CUT held by half of the board.

I look forward to your assistance and thank you in advance.

Donna Lash-Andersen
406-224-1690
donna.lash@gmail.com

Debbie Newby
PO Box 568
Emigrant, MT 59027

25 February 2021

Montana Attorney General Austin Knudsen
215 N. Sanders, Third Floor
Helena, MT 59620-1401

Mr. Knudsen,

I am writing in reference to a similar letter you received from Donna Lash-Andersen of January 25, 2021 alerting you to a deadlocked board of the Glastonbury Landowner's Association (GLA). She detailed complaints of no Board Monthly Meeting minutes since July 2020, no financial reports nor new budget distributed to members in over a year, among other things. *the Board on August 25, 2020.*

I'd like to update you on further complaints landowners have in the month since Donna sent that letter to you.

The Board did not hold their monthly Board Meeting at all in February-highly unusual. There is no indication on the GLA calendar presented on their website <http://www.glamontana.org/> to indicate there will be a monthly Board Meeting in March. Monthly board meetings are normally held the first or second Monday of the month. Looking back on the calendar for previous months in 2020, you will notice there is also a lack of any planned Project Review, Road Committee and Finance Committee meetings for 2021. From a landowner point of view, it appears the GLA has quit functioning altogether.

The GLA Bylaws specify an Annual Election Meeting each year (held in November) to elect half (6) of the total (12) new board members, allowing for a continuity of 6 remaining members, all serving 2-year terms. **The November 14, 2020 Election was in progress**, having been noticed to all landowners early October 2020 with mail-in ballots included in the notice. Those mail-in ballots had been received by the GLA from many landowners prior to the deadline specified by the Board, a few days before November 14th. The remaining GLA landowners expected to vote in person at the GLA Annual Meeting on Nov 14th. At 8 pm in the evening of Nov 13th, the GLA Secretary, Charlotte Mizzi, sent out a cryptic one-line email to the membership announcing "The GLA annual meeting for tomorrow, November 14th has been temporarily postponed due to issues the board needs to deal with." Since no Board Meeting minutes are available, it is unknown whether the GLA Secretary acted independently in postponing the election, or whether there was a board vote to postpone the election? **The in-person voting portion of this election has NOT been completed since then.** The GLA board members whose term expired November 2020 (as listed <http://www.glamontana.org/board-of-directors/>) continue to serve beyond their 2-year term, in what I believe is another violation of our Bylaws.

Without the Annual Meeting, landowners were also not provided with 2020 Annual Committee Reports.

On December 30, 2020, 51 landowners representing as many parcels petitioned the GLA Board (Attachment 1) for a Special Meeting to **complete the 2020 election scheduled for November 14th 2020**. In yet another violation of our Bylaws Article V, paragraph C, Special Meetings, the GLA President, Newman Brozovsky, has failed to call the Special Meeting when 5% of memberships interests eligible to vote (~ 21 out of approximately 415 parcels) have presented such petition to the Board. Per

our Bylaws, the notice of the Special Meeting shall be given not more than 30 days after receipt of the Petition, which would have been by January 29th 2021. Rather, today, February 25th, landowners have received an email from the GLA Secretary (Attachment 2) stating "As you are aware a meeting of the GLA was preliminarily scheduled for February 27, 2021. As of this time that meeting has not been properly noticed to all members of the GLA and cannot be held. The purpose of this email is to notify you that meeting will not be occurring. That meeting will be rescheduled and all members of the GLA will receive proper notice at that time."

A second landowner Petition, dated January 2, 2021, requesting a special membership meeting to remove half of the board and start over to hold a new election (signed by about 20 landowners) has also not been noticed nor held.

As expired GLA Board members continue on over three (3) months beyond the Annual Election date, one Board Member, Ed Dobrowski, submitted his resignation from the Board on August 27, 2020, effective "end of year", December 31, 2020 (Attachment 3). However, as that date approached and it became evident, in light of the postponed election and lack of new Board Members, that his absence would allow the then dead-locked board to conduct business without a deadlock, he has continued to serve as a Board Member. This is contrary to past GLA attorney advice that resignations may not be rescinded once submitted to the Board.

Finally, there are two empty Board seats resulting from other resignations in 2020, as far back as July/August 2020. When those seats were vacated, the Board chose not to fill them, as normally done by appointment, giving an explanation that the November election would be used to fill those two vacancies. To this date, the board has not acted, as it should, to fill those 2 vacancies. Rather, it has been operating a full 7 months now as 10-member board vice the normal 12-member board. Immediately filling those vacancies would assist in overcoming the current dead-locked board.

The board still has not released any official meeting minutes since July 2020. Landowners have not received financial reports in over a year. The new Treasurer has prepared reports for the landowners for each of the seven (7) months he has held this job, but the Secretary will not release those financial reports to the members.

The GLA website content has not been updated since July of 2020. The lists of directors and committee members is inaccurate at this time due to resignations from committees, resignations from the board and 1 death. Landowners have no idea anymore who leads important committees where the real work is done.

It is also my sincere hope that there will be a way you could send a strong letter from your office reminding the board of their responsibilities and warning that unless they get back to business, your office could take further action such as the revocation of the GLA Articles of Incorporation. Or is there another remedy you might suggest?

I look forward to your assistance and thank you in advance.

Debbie Newby, South Glastonbury parcel 39-D of the GLA
debsweb@gmail.com

D. Newby, 25 Feb 2021