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SUPERIOR COURT OF CALIFORNIA

IN AND FOR THE COUNTY OF SACRAMENTO

BARCLAY MOORE, BRYAN MARTEL, ALYCIA GLINES, DAVID ACHEY, GREG FELSCH, BLAINE LOMEN, and JEFF CONNORS, Individually and Derivatively on Behalf of PROFESSIONAL SKI INSTRUCTORS OF AMERICA - WESTERN DIVISION, Plaintiffs, vs. PROFESSIONAL SKI INSTRUCTORS OF AMERICA - WESTERN DIVISION (named as Defendant in its corporate capacity and as nominal defendant in claims brought derivatively on its behalf), MARISA COOPER, SOWMYA SUBRAMANIAN, NEIL BUSSIERE, CALEB LEE, MEGAN OCHS, HENRY RYERSON, RICHARD SHELDON, and DOES 1–25 Defendants,	Case No. **VERIFIED COMPLAINT** **for** **1. Breach of Fiduciary Duty** **2. Violation of Corp. Code § 7341** **3. Violation of Corp. Code § 8330** **4. Violation of Corp. Code § 7510(e)** **5. Declaratory Relief** **6. Injunctive Relief** **DEMAND FOR JURY TRIAL**

Plaintiffs Barclay Moore, Bryan Martel, Alycia Glines, David Achey, Greg Felsch, Blaine Lomen, and Jeff Connors, individually and derivatively on behalf of Professional Ski Instructors of America - Western Division ("PSIA") (collectively "Plaintiffs") bring this Complaint against defendants PSIA, Marisa Cooper, Sowmya Subramanian, Neil Bussiere, Caleb Lee, Megan Ochs, Henry Ryerson, Richard Sheldon, and Does 1–25 (collectively "Defendants").

PARTIES

1. PSIA is a California nonprofit mutual benefit corporation governed by the Nonprofit Mutual Benefit Corporation Law at Corporations Code section 7110 *et seq.* Its principal address is located in Sacramento, California. Under California law, members of a mutual benefit corporation occupy the highest level of protected authority within the organizational hierarchy. The board of directors exercises corporate powers as a fiduciary body, subject to the members' rights. Officers, including the CEO, function solely as agents carrying out authority delegated to them by the board and possess no inherent governance authority independent of that delegation. Cal. Corp. Code §§ 7210, 7213. PSIA is named in this Complaint both as a plaintiff represented derivatively by the individual Plaintiffs with respect to certain claims and also as a defendant in its corporate capacity with respect to other claims brought by individual Plaintiffs.

2. Each individual Plaintiff is a member of PSIA. Plaintiffs Achey and Felsch are residents of Nevada, and the remaining Plaintiffs are residents of the State of California .

3. Defendant Cooper is Chief Executive Officer of PSIA and a resident of the State of California.

4. The remaining individual defendants, Subramanian, Bussiere, Lee, Ochs, and Ryerson, are directors on PSIA's Board of Directors and residents of the State of California.

5. Defendant Richard Sheldon was appointed to PSIA's Board of Directors on March 25, 2026. Upon information and belief, two votes used in connection with that appointment were cast by proxy, a practice not permitted under California Corporations Code § 7211(c), rendering his election void. Sheldon is a resident of the State of California.

6. Plaintiffs do not know the true names and capacities of defendants sued herein as DOES 1–25 and therefore sue these defendants by such fictitious names. Plaintiffs will amend this Complaint to allege their true identities and capacities when ascertained. Plaintiffs are informed and believe, and on that basis allege, that each of these fictitiously named defendants is responsible in some manner for the occurrences alleged herein and thereby proximately caused Plaintiffs' injuries alleged herein.

JURISDICTION AND VENUE

7. This Court has jurisdiction over the parties and claims involved in this action pursuant to Article VI, Section 10 of the California Constitution because the acts and omissions complained of herein took place, at least in part, in California and involved California residents.

8. The amount of damages sought falls within the unlimited jurisdiction of this Court because the amount in controversy exceeds $35,000.

9. Venue is proper in this Court pursuant to California Code of Civil Procedure section 395 because Defendant PSIA's principal place of business, and therefore residence, is located in Sacramento County.

FACTUAL ALLEGATIONS

10. On March 20, 2026, CEO Cooper, together with the approval and/or acquiescence of defendant Directors, initiated disciplinary actions against Plaintiffs. Each disciplinary action is alleged to be based on false pretenses and is alleged to be part of Defendants' broader

scheme to retain their positions in and control over the organization. The disciplinary actions were issued after the close of voting and after the deadline for certifying election results had already passed. The announced election results differ from the ElectionBuddy-certified vote totals, with three of the top five vote-getters excluded. Critically, on February 10, 2026, CEO Cooper sent written confirmation to candidates, including Plaintiffs Moore, Martel, and Glines, stating that they "meet all eligibility requirements and will be included in the list of candidates when voting begins on February 23rd." Members cast their votes in reliance on those representations.

11. Throughout the relevant period, PSIA's leadership has demonstrated a pattern of targeting members and employees who have raised questions or sought clarification regarding governance matters through the initiation of disciplinary proceedings. This pattern is illustrated by the prior disciplinary proceedings involving member and former director Tiffany Chiu. In April 2025, CEO Cooper issued a Notice of Disciplinary Proceedings to Ms. Chiu, in which she expressly recused herself and delegated authority to a national Advisory Council. In July 2025, that Advisory Council concluded it lacked jurisdiction and directed the Western Board, not the CEO, to determine the appropriate course of action. Fourteen minutes after receiving written notice of that direction, CEO Cooper sent Ms. Chiu an email stating that "authority has been handed back to me" - a direct mischaracterization of the Advisory Council's written direction. Despite having recused herself, and without the Board ever having the opportunity to act, Cooper then issued unilateral disciplinary action on July 23, 2025, on a stated basis that Plaintiffs allege has no foundation in the disciplinary policy. The July 23 notice also declared Ms. Chiu's appeal rights functionally meaningless by stating that Ms. Chiu "will remain not a member in good standing regardless of any appeal-based change in disciplinary outcomes" - providing the form of due process while

eliminating its substance.

12. Plaintiffs allege that Defendants have acted in bad faith, in furtherance of the individual Defendants' interest in maintaining control of the organization, to deny Plaintiffs their membership rights and to influence and interfere with the outcome of Board elections by promoting candidates favorable to the current administration, including coordinated endorsement efforts by education staff conducted through a non-transparent process, and reliance on limited Town Hall polling data conducted prior to the close of the candidate application period, at which only a subset of candidates were present and participation ranged from approximately 9 to 11 individuals per candidate, representing a small fraction of the approximately 3,200-member electorate. This conduct constitutes officer dominance - a form of governance inversion in which an executive effectively controls the corporation while the board becomes passive and fails to exercise independent judgment. Directors who permit such inversion - by failing to exercise independent judgment, acquiescing in ultra vires officer actions, or ratifying a process they know to be unlawful - breach their individual fiduciary duties and are not shielded by the business judgment rule. Cal. Corp. Code §§ 7231.

13. Between February 23 and March 13, 2026, PSIA held an election to seat a new board of directors. 524 members voted. Plaintiffs Moore, Martel, and Glines were among the top five vote-getters—Moore and Martel taking first and second place, respectively, and Glines in fifth. Their campaign platform was organizational reform, which allegedly threatened the continued tenure of existing leadership.

14. PSIA’s 2026 Policies and Procedures (“PNP”) require that election results be published to voting members within three business days after the close of voting—in this case, by March 18. That did not happen.

15. Instead, on March 20, Defendants issued disciplinary actions to Plaintiffs and placed them on temporary suspension without presentation of any evidence, any hearing, or any opportunity to respond to the allegations. Specifically, notices were issued to: Plaintiffs Moore and Martel, alleging among other things unauthorized use of member contact information; Plaintiffs Achey, Felsch, and Lomen, characterizing their February 4, 2026 internal settlement communication as an extortion letter; and Plaintiffs Glines and Connors, alleging, as to Plaintiff Glines, a purported pattern of unprofessional and “hostile” communications, misrepresentation of her role within the organization, and dissemination of alleged misinformation in connection with governance and election-related communications; and, as to Plaintiff Connors, a Notice of Nonrenewal and Ineligibility for Reinstatement signed by both CEO Cooper and PSIA National CEO Jeff Lifgren, purporting to permanently bar Connors from membership in any PSIA-AASI region. The notice purports to prohibit Connors from renewing or holding membership in any PSIA-AASI region, anywhere in the country - a sanction of extraordinary scope that goes well beyond any authority conferred by PSIA Western's governing documents and that was imposed without any process whatsoever. Each notice resulted in the immediate temporary suspension of the recipient's PSIA membership and professional certification.

16. On March 21, PSIA published the election results. Defendants had altered the announced outcome of the election by disqualifying candidates after voting concluded. Plaintiffs Moore, Martel, and Glines had been disqualified, and other candidates who had received fewer votes were declared winners. Neil Bussiere and Sue Spain were in sixth and seventh place in the election and were declared winners only because the Plaintiffs were disqualified. Bussiere is a named Defendant herein; Spain is not named as a defendant, as the relief sought herein does not require her participation.

17. PSIA indicated that Plaintiffs had been disqualified because they were "currently subject to formal disciplinary proceedings" and "considered members not in good standing." PSIA further indicated that the investigation and proceedings were being conducted by PSIA's national affiliate, Professional Ski Instructors of America ("PSIA National").

18. Declared winner Bussiere also acts as Western Representative for PSIA National, raising a direct and material conflict of interest regarding the disciplinary proceedings. The National Board participated alongside the Regional Board in overseeing the investigations and issuing findings while Bussiere - one of its members - stood to directly benefit from the outcome. California Corporations Code section 7231 requires each director to act in the best interests of the corporation and in good faith. A director who has a direct personal interest in the outcome of a board decision - including a disciplinary proceeding whose outcome determines the director's own continued tenure - must disclose that interest and recuse himself from participation in that determination. No conflict-of-interest safeguards have been identified, and no recusal by Bussiere has been disclosed. The April 8, 2026, letter from Defendants' counsel was signed and copied to Bussiere as part of the National Board's response, demonstrating his continued participation in a matter in which he has a direct personal stake.

19. Defendants intend to seat the newly-declared board imminently, on April 27, 2026. Seating that board will further entrench the disputed governance structure, ratify the wrongful disqualification of Plaintiffs Moore, Martel, and Glines, and render meaningful relief significantly more difficult, if not impossible, absent immediate judicial intervention.

20. Plaintiffs David Achey, Greg Felsch, Blaine Lomen, and Jeff Connors did not run in the election, but they each had ongoing disputes with CEO Cooper or had otherwise evinced their lack of support for her. Having already decided to take disciplinary action

against the three board candidates, Defendants allegedly saw this as a convenient time to cull other members they considered problematic.

21. California Corporations Code section 7341 and PSIA Bylaws section 4.5 both afford members the right to due process before their membership status is adversely affected. Section 7341 requires that any suspension be done in "good faith and in a fair and reasonable manner," and that any suspension not done so is "void and without effect." Specifically, section 7341(c) provides that a procedure is fair and reasonable when: (1) the provisions of the procedure have been set forth in the articles or bylaws, or copies of such provisions are sent annually to all members as required by the articles or bylaws; (2) it provides not less than 15 days' prior notice of the proposed expulsion, suspension, or termination and the reasons therefor; and (3) it provides an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of such action, before a person or body authorized to decide that the proposed action not take place. Furthermore, PNP 14.3.2.c expressly requires that "[p]rior to reaching any conclusion that Disciplinary Action is warranted, the Executive must afford the accused member an opportunity to provide mitigating or exculpatory evidence." The current 2026 Policies and Procedures, under which the March 20 actions were issued, appear to have transferred disciplinary adjudicatory authority - including authority to impose provisional suspension and to effectively determine member status - from the Board of Directors to the CEO. Under the prior Policies and Procedures (last revised November 11, 2020), that authority was vested exclusively in the Board, which was required to provide written allegations, 30 days' notice, and a full hearing. There is no indication that this transfer of authority was approved by the membership or implemented through a bylaw amendment. Moreover, several of the allegations in the March 20 notices reference conduct from 2023 and 2024, predating the

2026 Policies and Procedures, meaning the new CEO-adjudicated suspension authority is being applied retroactively to conduct governed by a materially different procedural framework.

22. Here, Defendants allegedly trumped-up charges against Plaintiffs at a critical moment and suspended them without due process - an unreasonable move allegedly made in bad faith. Plaintiffs had no opportunity to respond to the allegations before they were suspended, had their certification revoked, and, for some, were denied directorship. There was no hearing or finding of facts. The substantive defects in the disciplinary notices further demonstrate bad faith: (1) the charge against Plaintiff Martel characterizes the May 2023 Memo of Concern as a "2024 board censure" - an error both as to the nature of the document and the year, and one directly contradicted by the organization's own September 2023 Board memo finding that the Executive Committee violated acceptable boundaries in that same memo; (2) the allegation of "unauthorized member contact data" against Plaintiffs Martel and Moore fails as a matter of fact because the Board Secretary provided an authorized member list to Plaintiff Martel in June 2024 pursuant to a proper written request under Bylaws Section 14.4, and the organization's own records confirm that such access was duly authorized; and (3) the characterization of a February 4, 2026, internal settlement email submitted by Plaintiffs Felsch, Achey, and Lomen as an "extortion letter" is contradicted by the document's own text, which is a bilateral offer of mutual concessions containing no threats, no ultimatums, and no demand for anything of value - and which explicitly characterizes itself as an effort to "fully resolve these matters and allow the Board to move forward with a FRESH start." Plaintiffs allege that the failure of each of these charges on its own terms is not coincidental but is evidence that the disciplinary process was used as an instrument to achieve an electoral outcome.

23. The alleged pretextual nature of the disciplinary actions is evidenced by several factors: (1) the timing of the actions, one day prior to the announcement of the election results; (2) the procedural violations; (3) the conflicts of interest; (4) that each person targeted, in many instances, raised questions, sought clarification, or otherwise engaged in activity concerning governance or leadership matters; and (5) the vague and spurious nature of the allegations made in each case.

24. Shortly after receiving the election results, on or about March 31, 2026, PSIA members circulated a Member Petition, requesting a special member meeting in order to challenge the suspensions and discrepant election results, stay the seating of the newly-elected board, and appoint an independent reviewer. The Petition raised conflict-of-interest concerns regarding the financial and personal interests of those overseeing the disciplinary proceedings and their relationship to the election outcome. The Petition also mentioned a "pattern of concern" that the "organization's disciplinary process has been used against members who challenged organizational leadership."

25. California Corporations Code section 7510(e) and PSIA Bylaws section 7.2 give members the right to call a special meeting. As of March 31, 2026, the members' Petition to call a special meeting had 154 signatures, more than enough to meet the statutory threshold.

26. On April 10, 2026, Defendants responded with an Official Statement dismissing the members' concerns about the suspensions and election results. The Official Statement also refused the members' request for a special meeting and instead announced a "Special Membership Meeting to Address the Recent Board Election" to be held on April 21, 2026, for which Defendants would set the agenda.

27. On or about April 12, 2026, unsatisfied with Defendants' response, over 80 members

petitioned to force a special meeting to address the issues presented in the initial Petition. That special meeting is set for April 23, 2026, and as of this writing, over 136 members have pre-registered for the meeting, more than the 100 required quorum to meet the statutory threshold.

28. As of the filing of this Complaint, Plaintiffs remain suspended and are pursuing the corporate appeals process, but are unhopeful of the outcome. Each Plaintiff has timely submitted a written response to his or her respective disciplinary notice in accordance with the process described by Defendants' counsel, but has received no substantiated written determination identifying the specific findings made or explaining the basis for the continued suspension. An open-ended suspension pending a determination that the Board has made no apparent effort to issue promptly is itself an independent and ongoing violation of Corporations Code section 7341. As a direct and proximate result of the suspension of their certification, which is a required credential for their employment as ski instructors, Plaintiffs have lost their PSIA certification and have suffered and will continue to suffer lost wages and lost earning potential. For example, Plaintiff Martel's employment agreement with Palisades Tahoe expressly requires that he maintain active PSIA certification as a condition of receiving compensation at the Level 3 instructor rate; suspension directly and materially reduces his employment compensation. Similar economic harm has been suffered by Plaintiffs Moore, Glines, and Connors, each of whom is subject to the March 20, 2026, disciplinary actions and relies on PSIA certification as a condition of professional employment and compensation. Plaintiffs Achey, Felsch, and Lomen have also suffered economic harm as a direct and proximate result of the suspension of their PSIA certification, the full extent of which will be established at trial.

29. Separately, on February 16, 2026, prior to the board election, Plaintiff Glines sent

PSIA a demand for inspection of the member contact list, as is her right under Corporations Code section 8330. She sought members' contact information so she could email them about getting out the vote prior to the election. PSIA failed to provide the list within the 10-business-day statutory timeframe. When PSIA finally responded on March 2, it denied her request on the legally unfounded grounds that her intended use of the inspection list - to communicate with her fellow members - was somehow a violation of the CAN-SPAM Act. The CAN-SPAM Act governs commercial electronic mail sent for advertising or promotional purposes and does not apply to a member's statutory inspection rights under California law. Internal governance policies cannot override rights established by the California Corporations Code. Compounding this violation, Defendants subsequently cited Corporations Code section 8330 in their April 8, 2026, response and in a subsequent membership-wide Official Statement as purported authority for investigating Plaintiffs Martel and Moore for "unlawful harvesting" of member contact information - an inversion of the statute's purpose. Section 8330 grants members the right to inspect membership lists; it does not prohibit the exercise of that right. Using it as a weapon against members who exercised inspection rights reflects a fundamental disregard for members' statutory entitlements and has a foreseeable chilling effect on other members who might otherwise exercise their own inspection rights. Separately, on April 10, 2026, following the February 16, 2026, inspection demand described above, Defendants again denied multiple members' requests for access to the membership contact list under Corporations Code section 8330. This second denial, following the earlier unlawful refusal, reflects a continuing pattern of interference with members' statutory inspection rights and further demonstrates Defendants' misuse of corporate processes to control member communication and limit member participation in governance.

30. On April 14, 2026, Defendants issued an Official Statement to the general PSIA membership. The Statement publicly identified candidates from the recent election as "currently subject to formal disciplinary proceedings" while those proceedings remained active and unresolved, and while Plaintiffs had not had a meaningful opportunity to respond. The Statement also characterized petition activity and member communications as "unofficial" and outside the "authorized governance framework," constituting a warning to the general membership that the exercise of their statutory petition and assembly rights under Corporations Code sections 7510 and 7511 might not be recognized by the Board — a legally inaccurate characterization that had the practical effect of discouraging members from exercising those rights. The Statement further invoked a "One Voice" policy purporting to eliminate "a continuance of dissent" among Board members by directing them to adopt and communicate collective Board positions without internal dissent. California law does not permit a board to prohibit individual directors from independently evaluating governance issues, and such a policy is incompatible with the fiduciary duty of care, which requires each director to exercise independent judgment. Cal. Corp. Code § 7231.

31. On March 31, 2026, Plaintiffs, by and through their attorney, sent a demand letter to PSIA detailing Defendants' unlawful conduct as alleged herein above and the legal bases for Plaintiffs' claims. Plaintiffs requested that PSIA (1) certify the results of the board election in accordance with the actual votes, (2) lift Plaintiffs' temporary suspensions, (3) produce the full disciplinary evidence file for each disciplinary notice issued on March 20, 2026, (4) comply with Glines's request under Corporations Code section 8330, *inter alia*.

32. PSIA replied with a letter dated April 8, 2026. PSIA refused to respond to the substance of Plaintiffs' demand letter. PSIA failed to offer any legal justification for the suspensions, election interference, and failure to provide the requested membership

contact list. PSIA merely indicated that the suspensions would stand and that it would continue to investigate the disciplinary actions. Whereupon Plaintiffs bring this action.

33. Prior to filing this complaint, Plaintiffs made a demand on the board of directors of PSIA by way of the demand letter transmitted on March 31, 2026, requesting that Defendants remedy the unlawful conduct alleged herein. PSIA refused to respond to the substance of Plaintiffs' demand and declined to take corrective action. In the alternative, any further demand upon the board would be futile because the individual board member defendants are the alleged wrongdoers, have a direct personal interest in the outcome of this litigation, and cannot impartially evaluate the claims asserted herein.

FIRST CAUSE OF ACTION

BREACH OF FIDUCIARY DUTY

By All Plaintiffs Individually and Derivatively On Behalf of PSIA Against All Individual Defendants

Plaintiffs incorporate each of the foregoing paragraphs as though fully set forth herein below.

34. Defendants owe fiduciary duties of care and loyalty to PSIA and its members under California Corporations Code sections 7231 and 7238. These duties require Defendants to act in good faith, to conduct reasonable inquiry, and to ensure that corporate actions comply with the law and governing documents. As alleged herein, Defendants have breached these duties by: (a) permitting and facilitating officer dominance in which the CEO exercised disciplinary and adjudicatory authority not lawfully delegated to that office, in proceedings in which the CEO had a direct personal and financial interest; (b) ratifying or acquiescing in disciplinary actions issued on false pretenses for the purpose of disenfranchising winning election candidates and retaining corporate control; (c)

participating in and facilitating interference with the 2026 Board election in breach of their fiduciary duties under Corporations Code section 7231 and PSIA's governing documents; and (d) disqualifying elected candidates from taking office in violation of Bylaws section 9.9, which permits a director's removal only by court order or court-found breach of fiduciary duty. Actions taken outside the scope of lawfully delegated authority may be void or voidable, and directors who fail to exercise independent judgment or who permit an officer to dominate governance are subject to liability for breach of fiduciary duty. As a direct result, Plaintiffs and PSIA have been injured and are entitled to relief as prayed for herein below.

<u>SECOND CAUSE OF ACTION</u>

VIOLATION OF CORPORATIONS CODE § 7341
(Suspension Without Fair and Reasonable Process)

By All Plaintiffs Individually Against All Defendants

Plaintiffs incorporate each of the foregoing paragraphs as though fully set forth herein below.

35. Defendants' conduct, as alleged herein, constitutes suspension of Plaintiffs' membership rights without a fair and reasonable process in violation of Corporations Code section 7341. Section 7341(c) provides that a fair and reasonable procedure requires: (1) the provisions of the procedure to be set forth in the articles or bylaws, or copies sent annually to all members as required by the articles or bylaws; (2) not less than 15 days' prior notice of the proposed expulsion, suspension, or termination and the reasons therefor; and (3) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the action, before a person or body authorized to decide that the proposed action not take place. None of these requirements was met before the

March 20, 2026, suspensions were imposed. Furthermore, each disciplinary notice is substantively defective on its face for the reasons alleged herein, and the process by which the notices were issued - under a 2026 Policies and Procedures framework that purported to transfer adjudicatory authority to the CEO without member approval, and retroactively applied to conduct governed by a materially different prior framework - does not constitute the "good faith and fair and reasonable manner" required by section 7341. Suspensions not effected in compliance with section 7341 are "void and without effect." Cal. Corp. Code § 7341(a). As a direct result, Plaintiffs have been injured and are entitled to relief as prayed for herein below.

THIRD CAUSE OF ACTION

VIOLATION OF CORPORATIONS CODE § 8330
(Failure to Comply with Records Inspection Demand)

By Plaintiff Glines Against All Defendants

Plaintiff Glines incorporates each of the foregoing paragraphs as though fully set forth herein below.

36. Defendants' conduct, as alleged herein, constitutes a failure to comply with Plaintiff Glines's records inspection demand in violation of Corporations Code section 8330. Section 8330 grants members of a mutual benefit corporation the right to inspect and copy the record of members' names, addresses (including email addresses), and voting rights upon written demand stating the purpose of the inspection, provided the purpose is reasonably related to the member's interest as a member. Election communication by a Board candidate is the paradigmatic reasonably related purpose and the most clearly protected purpose contemplated by the statute. Denying that right during an election cycle is not merely a procedural error - it directly affects the fairness of the electoral process. PSIA

failed to respond within the 10-business-day statutory deadline and then denied the demand on the legally unfounded grounds that the intended use constituted a violation of the CAN-SPAM Act - a federal commercial email statute with no application to the exercise of California statutory inspection rights. As a direct result, Plaintiff Glines has been injured and is entitled to relief as prayed for herein below, including reasonable attorneys' fees pursuant to Corporations Code sections 8336 and 8337. Section 8336 authorizes the superior court to enforce the demand for inspection; section 8337 expressly authorizes an award of costs, expenses, and attorneys' fees where the Court finds that the refusal to permit inspection was without justification.

<u>FOURTH CAUSE OF ACTION</u>

VIOLATION OF CORPORATIONS CODE § 7510(e)
(Failure to Convene Special Meeting)

By All Plaintiffs Derivatively on Behalf of PSIA
Against All Individual Defendants

Plaintiffs incorporate each of the foregoing paragraphs as though fully set forth herein below.

37. Defendants' conduct, as alleged herein, constitutes a failure to call a special meeting of members in violation of Corporations Code section 7510. Section 7510(e) provides that special meetings of members for any lawful purpose may be called by 5 percent or more of the members. As the primary judicial remedy, Plaintiffs seek an order under section 7510(e) compelling Defendants to convene such a meeting. Separately, when the board fails or refuses to act on a valid member demand, Corporations Code section 7511(c) provides petitioning members an independent self-help mechanism to self-notice and self-convene the meeting without further board action. As of the filing of this Complaint, over 180 members had signed petitions demanding a special meeting - more than sufficient to satisfy

the statutory threshold. On April 10, 2026, the Board affirmatively declared the initial petition invalid and refused to call the meeting. That refusal is legally unsupported and independently authorizes the petitioners to self-notice and self-convene the meeting pursuant to Corporations Code section 7511(c), without further delay. The "Special Meeting " scheduled by the Board for April 21, 2026, at which the Board controls the agenda and members may only submit "comments," does not satisfy the requirements of section 7510. A properly noticed special meeting convened in response to a valid member petition requires that members be permitted to place items on the agenda and to transact business on them. Members, as the functional equivalent of shareholders and the controlling owners of the organization, must be provided their statutory rights to convene and exercise their elective and protective authority. As a direct result, all members of PSIA have been injured and are entitled to relief as prayed for herein below, including attorneys' fees pursuant to Code of Civil Procedure section 1021.5 on the grounds set forth in the Prayer for Relief.

FIFTH CAUSE OF ACTION

DECLARATORY RELIEF

(CODE OF CIVIL PROCEDURE § 1060)

BY ALL PLAINTIFFS AGAINST ALL DEFENDANTS

38. Plaintiffs incorporate each of the foregoing paragraphs as though fully set forth herein below.

39. An actual controversy has arisen and now exists between plaintiffs and defendants concerning their respective rights, duties, and obligations. Specifically: (a) there is a real and present controversy regarding the validity of the disciplinary suspensions imposed on Plaintiffs on March 20, 2026, and whether such suspensions were effected in compliance with Corporations Code section 7341 and PSIA's governing documents; (b) there is a real

and present controversy regarding the validity of the 2026 board election results as announced, and in particular whether Plaintiffs Moore, Martel, and Glines were lawfully disqualified; and (c) there is a real and present controversy regarding the members' right to call and convene a special meeting pursuant to Corporations Code section 7510 and PSIA Bylaws section 7.2. Plaintiffs request a judicial declaration resolving each of these controversies.

SIXTH CAUSE OF ACTION

INJUNCTIVE RELIEF

(CODE OF CIVIL PROCEDURE §§ 525, 526)

BY ALL PLAINTIFFS AGAINST ALL DEFENDANTS

40. Plaintiffs incorporate each of the foregoing paragraphs as though fully set forth herein below.

41. Plaintiffs are entitled to preliminary and permanent injunctive relief pursuant to the Code of Civil Procedure sections 525 and 526. Plaintiffs are likely to succeed on the merits of each cause of action alleged herein. Plaintiffs have suffered and will continue to suffer irreparable harm, including loss of membership rights, loss of professional certification, deprivation of elected office, ongoing loss of employment compensation, and the imminent entrenchment of a wrongfully constituted board of directors, for which monetary damages alone are an inadequate remedy. Defendants intend to seat the disputed board on April 27, 2026, and, absent injunctive relief, that action will make it more difficult, if not impossible, to obtain equitable relief. The balance of equities strongly favors Plaintiffs, as compliance with PSIA's own governing documents and California law imposes no cognizable burden on Defendants. California courts have affirmed that injunctive relief is available - including a permanent injunction - when officers or directors act in derogation of established

governance authority and refuse to acquiesce to the lawful exercise of member rights.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray for judgment against Defendants as follows:

1. That the Court declare Defendants' conduct, as alleged herein, to be unlawful and in willful violation of their statutory and fiduciary duties, including specifically that: (a) the disciplinary suspensions imposed on Plaintiffs on March 20, 2026, were not effected in good faith and in a fair and reasonable manner as required by Corporations Code section 7341 and are void and without effect; (b) the 2026 election results as announced are invalid to the extent they are based on the disqualification of Plaintiffs Moore, Martel, and Glines; (c) Defendants failed to comply with Plaintiff Glines's records inspection demand under Corporations Code section 8330; and (d) Defendants failed to properly call and convene a special meeting of members in violation of Corporations Code section 7510.

2. That the Court permanently enjoin Defendants, their agents, employees, successors, and all persons acting in concert with them from continuing to engage in the conduct alleged herein to be unlawful.

3. That the Court order Defendants to pay to Plaintiffs such compensable damages, including, without limitation, lost wages, future lost wages, and lost earning potential, that Plaintiffs have suffered as a result of Defendants' unlawful conduct.

4. That the Court order Defendants to pay to Plaintiffs all damages arising from Defendants' unlawful conduct, including damages to Plaintiffs' employment agreements and professional certification relationships that expressly require active PSIA membership in good standing as a condition of employment and compensation.

5. That the Court award Plaintiffs their reasonable attorneys' fees and costs incurred in this action pursuant to: (a) Corporations Code sections 8336 and 8337, on the grounds that

Defendants' refusal to permit inspection of the membership list under section 8330 was without justification; and (b) Code of Civil Procedure section 1021.5, on the grounds that this action enforces important rights affecting the public interest - specifically, the statutory rights of nonprofit mutual benefit corporation members to fair disciplinary procedures, free and fair elections, records inspection, and the right to call and convene special meetings - and has conferred and will confer a significant benefit on a large class of persons, namely the entire membership of PSIA, a benefit that transcends the individual interests of the named Plaintiffs.

6. Such other relief, whether legal, equitable, or extraordinary, as the Court deems just and proper under the circumstances of this case.

DEMAND FOR JURY TRIAL

Plaintiffs hereby demand a jury trial on all triable issues, causes of action, and claims for which they have a constitutional, statutory, or other right to jury trial, including all claims for damages and monetary relief.

Date: April 21, 2026

DARYL REESE LAW GROUP PC

Daryl J. Reese
Attorney for Plaintiffs
BARCLAY MOORE, BRYAN MARTEL, ALYCIA GLINES, DAVID ACHEY, GREG FELSCH, BLAINE LOMEN, and JEFF CONNORS, individually and derivatively on behalf of PROFESSIONAL SKI INSTRUCTORS OF AMERICA - WESTERN DIVISION