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Petitioner in Propria Persona

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SACRAMENTO

ALISON MONAHAN, Petitioner, v. PROFESSIONAL SKI INSTRUCTORS OF AMERICA – WESTERN DIVISION, a California nonprofit mutual benefit corporation, Respondent.	26CV012327 Case No. [______________] VERIFIED PETITION FOR ORDER COMPELLING INSPECTION OF CORPORATE RECORDS (Cal. Corp. Code § 8336) [Filed concurrently herewith: 1) Petitioner's Memorandum of Points and Authorities; 2) Petitioner's Declaration and supporting exhibits; 3) Proposed Order; 4) CM-010 Civil Case Cover Sheet; 5) Notice of Related Case (CM-015); 6) Summons (SUM-100)] Related Case: Moore et al. v. PSIA-AASI Western Division et al., No. 26CV009976 (Hon. Julie G. Yap, Dept. 8D)

I. INTRODUCTION

¶ 1. Petitioner Alison Monahan is a voting member of Respondent Professional Ski Instructors of America-Western Division, a California nonprofit mutual benefit corporation (the "Corporation"). On May 12, 2026 and May 13, 2026, Petitioner served two separate written demands on the Corporation under California Corporations Code § 8333. The demands seek specified categories of corporate records bearing on (a) the Corporation's stewardship of member dues; (b) the accuracy of the Corporation's most recent Internal Revenue Service Form 990, signed by the Chief Executive Officer under penalty of perjury on November 12, 2025, including representations concerning the compensation and Board review of the Chief Executive Officer; (c) the accuracy of representations made by the Corporation to its members in its public and official communications; and (d) corporate acts bearing on the disposition of the 2026 Board election cycle.

¶ 2. As of the filing of this Petition, the Corporation has not produced any responsive records, confirmed a timeline for production, articulated any objection, or otherwise acknowledged the demands. The two certified mailings remain unretrieved at the Corporation's designated mailing address. The Corporation's silence has continued past each of the response deadlines specified in the two demand letters.

¶ 3. Petitioner brings this Petition under California Corporations Code § 8336 for an order compelling inspection of the records demanded, for the appointment of one or more competent inspectors or independent accountants to conduct the inspection on Petitioner's behalf, for an order under § 8336(c) that the expenses of any such inspector or audit be paid by the Corporation, and for costs, expenses, and reasonable attorneys' fees under California Corporations Code § 8337.

II. PARTIES

¶ 4. Petitioner Alison Monahan is, and at all relevant times has been, a voting member in good standing of the Corporation. Petitioner's member identification number is 424107. Petitioner appears in propria persona.

¶ 5. Respondent Professional Ski Instructors of America-Western Division (California Secretary of State Entity No. 412593) is a California nonprofit mutual benefit corporation organized under Cal. Corp. Code § 7110 et seq. The Corporation's principal executive office, as designated in its filings with the California Secretary of State, is located at 1401 21st Street, Suite R, Sacramento, California 95811. The Corporation maintains a separate mailing address at

P.O. Box 969, Truckee, California 96160. The Corporation is recognized by the Internal Revenue Service as a tax-exempt trade association under IRC § 501(c)(6) (Employer Identification No. 94-2210645).

¶ 5.1. The Corporation's designated agent for service of process, per its filings with the California Secretary of State, is Registered Agents Inc (Wyoming entity; California Secretary of State Entity No. 3365816), with a California office located at 1401 21st Street, Suite R, Sacramento, California 95811. Service of this Petition is being effected on the agent at that address in accordance with California Code of Civil Procedure § 416.10.

III. JURISDICTION AND VENUE

¶ 6. This Court has jurisdiction over this Petition under Cal. Corp. Code § 8336(a), which authorizes a "superior court of the proper county" to enforce inspection rights under Cal. Corp. Code § 8333.

¶ 7. Venue is proper in Sacramento County under California Code of Civil Procedure § 395.5. The Corporation's principal executive office is located at 1401 21st Street, Suite R, Sacramento, California 95811, as designated by the Corporation in its filings with the California Secretary of State. Under section 14.1 of the Corporation's Bylaws and Cal. Corp. Code § 8320, the Corporation is required to maintain at its principal office in the State of California the books, records, and minutes of proceedings that are the subject of this Petition. The related action *Moore et al. v. Professional Ski Instructors of America-Western Division*, Sacramento Superior Court Case No. 26CV009976, in which the Corporation is a party and is represented by counsel of record, is pending in this Court before the Honorable Julie G. Yap, Department 8D.

IV. STANDING

¶ 8. Petitioner is a voting member of the Corporation within the meaning of Cal. Corp. Code §§ 5056, 5079, and 7332 and is entitled to inspect the Corporation's accounting books and records, and the minutes of proceedings of the members and the Board and committees of the Board, under Cal. Corp. Code § 8333. The Corporation's Bylaws, Article XIV § 14.4, expressly recognize the inspection rights of "[v]oting members in good standing . . . for a purpose reasonably related to such person's interest as a member."

¶ 9. Petitioner has not been suspended, terminated, placed on probation, or otherwise had her membership status altered at any time relevant to this Petition.

¶ 10. Petitioner served as the Secretary of the April 23, 2026 special meeting of the members of the Corporation, a procedural role for that meeting under Cal. Corp. Code § 7510(e). That role does not affect Petitioner's standing as a member and does not bear on the records demanded in this Petition.

V. THE FY25 IMPACT REPORT AND THE APRIL 25, 2026 BOD EMAIL — PROPER-PURPOSE PREDICATES

¶ 11. By early 2026, based on Petitioner's interactions with other members of the Corporation, questions about the magnitude of the Corporation's legal expenditures had become a recurring subject of discussion among members of the Corporation, in connection with the Corporation's disciplinary proceedings affecting current and former Board members and candidates for the 2026 Board election. In that context, in early April 2026, Petitioner reviewed the Corporation's FY25 Impact Report, a member-facing publication posted by the Corporation on its public website at psia-w.org/home/about/ under the "About" tab, opened by a signed letter from the Corporation's Chief Executive Officer and closed by a signed letter from the Corporation's Board Chair. The FY25 Impact Report's Financial Highlights section states that the Corporation "did make the decision to draw funds from reserve this season to cover unplanned board expenses." Its Operational Finances notes section acknowledges a "cash flow impact of $48,000 in unbudgeted board incurred expenses" during the fiscal year. Read against the $3,795 outside legal fees figure reported on the Corporation's FY25 Form 990 Part IX Line 11b for the same fiscal year, these admissions engaged Petitioner's interest in the accuracy of the Corporation's sworn financial representations.

¶ 12. On April 24, 2026, Judge Julie G. Yap of this Court denied an ex parte application for a temporary restraining order filed by the plaintiffs in *Moore et al. v. PSIA-AASI Western Division*, No. 26CV009976. The Court's ruling was narrow: the Court found that the plaintiffs had not made the showing required for ex parte relief under the heightened standard articulated in *Newsom v. Superior Court* (2020) 51 Cal.App.5th 1093, 1097. The Court did not reach the merits of any underlying claim. Petitioner read the Court's order on the day it was issued.

¶ 13. On April 25, 2026, the Corporation distributed an email to its membership, signed "The PSIA-AASI Western Region Board of Directors" and sent from the National Member Services mailbox at memberservices@thesnowpros.org. The email represented to members, among other things, that the Corporation "prevailed" in the TRO proceeding "because our positions were supported by the Court through actual evidence and legal authority," and that the special meeting of members held by petitioners on April 23, 2026 "was not an official member meeting," "has no legal power," and that "its results are invalid."

¶ 14. None of those representations appears in this Court's April 24, 2026 ruling. The Court did not make findings on the validity of the April 23, 2026 special meeting of members; it did not find that the special meeting had "no legal power"; it did not find that the meeting's "results are invalid"; and it did not characterize the Corporation as having "prevailed" on any merits issue.

¶ 15. As a voting member of the Corporation, Petitioner has a direct interest in the accuracy of the Corporation's representations to its membership concerning the disposition of judicial proceedings to which the Corporation is a party and concerning the validity of corporate-governance events. The April 25, 2026 email reinforced Petitioner's already-engaged concern about the accuracy of the Corporation's representations to its members, originating in Petitioner's early-April review of the FY25 Impact Report described in paragraph 11 above, and prompted Petitioner to examine more closely the representations made in the Corporation's most recent Form 990, signed by the Corporation's Chief Executive Officer under penalty of perjury and filed with the Internal Revenue Service in November 2025.

VI. THE TWO § 8333 DEMANDS

A. The May 12, 2026 Demand

¶ 16. On May 12, 2026, Petitioner served a written demand on the Corporation under Cal. Corp. Code § 8333 (the "May 12 Demand"). The May 12 Demand was transmitted to Julie Brown, Secretary of the Corporation, with a copy to Marisa Cooper, Chief Executive Officer, by electronic mail on May 12, 2026 and by United States Certified Mail, Return Receipt Requested, deposited with USPS on May 13, 2026 (Tracking No. 7022 3330 0001 1346 4454) and delivered to the Corporation's designated mailing address at P.O. Box 969, Truckee, California 96160 (made "Available for Pickup" at the Truckee Post Office, 10050 Bridge Street, Truckee, California) at 9:35 AM on Friday, May 15, 2026. A true and correct copy of the May 12 Demand is attached as **Exhibit 1**. A true and correct copy of the proof of email transmittal is attached as **Exhibit 2**. A true and correct copy of the USPS tracking record reflecting deposit, transit, and delivery of the certified mailing is attached as **Exhibit 3**.

¶ 17. The May 12 Demand sought records in three categories:

(a) **Records of the Board's deliberations and decisions** concerning the eligibility of candidates for the 2026 Board of Directors election, including minutes, agendas, supporting materials, written consents, board-circulated memoranda, and communications from the Chief Executive Officer to directors concerning candidate eligibility, for the period January 1, 2024 through the date of compliance.

(b) **Accounting books and records** including invoices and statements of account from outside professional services providers (legal counsel, public relations vendors, investigators, mediators, election administrators), engagement letters, general ledger entries, bank statements, financial statements, and Treasurer / Finance Committee reports, for the period January 1, 2024 through the date of compliance.

(c) **CEO compensation, hire, and annual review records** including the August 11, 2022 offer letter executed in connection with the hire of the Chief Executive Officer, any subsequent amendments or successor agreements, Board and committee records reflecting review and approval of CEO compensation, the engagement and work product of the Corporation's tax-return preparer in connection with the FY25 Form 990, the reconciliations between the Corporation's general ledger and the line items reported on Form 990 Part IX, and the Board materials reflecting Board review and approval of the FY25 Form 990 as required by the Corporation's Policy Governance Manual Policy 3.5.

¶ 18. The May 12 Demand set forth, for each category, the member purpose reasonably related to Petitioner's interest as a voting member. The May 12 Demand specified, on its face, the following response deadlines:

(a) **Five business days** from the date of the May 12 Demand letter to confirm receipt and a compliance timeline.

(b) **Fifteen business days** from the date of the May 12 Demand letter for full production.

The May 12 Demand was dated May 12, 2026 and transmitted by electronic mail the same day to the Corporation's Secretary and Chief Executive Officer. The five-business-day deadline expired on Tuesday, May 19, 2026 without response from the Corporation.

B. The May 13, 2026 Supplemental Demand

¶ 19. On May 13, 2026, Petitioner served a second written demand on the Corporation under Cal. Corp. Code § 8333 (the "May 13 Supplemental Demand"). The May 13 Supplemental Demand was transmitted to Julie Brown, Secretary of the Corporation, with a copy to Marisa

Cooper, Chief Executive Officer, by electronic mail on May 13, 2026 and by United States Certified Mail, Return Receipt Requested, deposited with USPS on May 14, 2026 (Tracking No. 9589 0710 5270 2362 6951 98) and delivered to the Corporation's designated mailing address at P.O. Box 969, Truckee, California 96160 (made "Available for Pickup" at the Truckee Post Office, 10050 Bridge Street, Truckee, California) at 11:34 AM on Monday, May 18, 2026. A true and correct copy of the May 13 Supplemental Demand is attached as **Exhibit 4**. A true and correct copy of the proof of email transmittal is attached as **Exhibit 5**. A true and correct copy of the USPS tracking record reflecting deposit, transit, and delivery of the certified mailing is attached as **Exhibit 6**.

¶ 20. The May 13 Supplemental Demand sought records bearing on two specific factual representations the Corporation had made publicly on the same day, in an "Official Board Update" posted at psia-w.org and signed "The PSIA-AASI Western Region Board of Directors":

(a) That "[u]nder the bylaws, directors must be members in good standing at the time election results are finalized and seating occurs"; and

(b) That "the Board has established a pathway for seating [candidates undergoing disciplinary proceedings who later return to member-in-good-standing status] for the remainder of their elected term."

¶ 21. The May 13 Supplemental Demand sought (a) records evidencing the corporate act(s) by which the standard described in subparagraph 20(a) was adopted; (b) records evidencing the corporate act(s) by which the "established pathway" described in subparagraph 20(b) was established; and (c) records reflecting the application of either to candidates in the 2026 Board election cycle, specifically Barclay Moore, Bryan Martel, and Alycia Glines.

¶ 22. The May 13 Supplemental Demand expressly stated that it was a separate § 8333 demand independent of the May 12 Demand, running on its own facts and its own clock; that response to one did not constitute response to the other; and that the Corporation's response was to be made by transmitting responsive records to Petitioner and by separate written response addressed to the Supplemental Demand. The Supplemental Demand set the same five- and fifteen-business-day response deadlines, computed from the date of the May 13 Supplemental Demand letter, as the May 12 Demand.

¶ 23. As of the date of this Petition, USPS records reflect the following status for the two certified mailings:

(a) **May 12 Demand (Tracking No. 7022 3330 0001 1346 4454).** Available for Pickup at the Truckee Post Office since 9:35 AM on May 15, 2026. On May 20, 2026, USPS issued a Reminder to Schedule Redelivery, advising the addressee that the item would be returned to sender if not retrieved. The item has not been retrieved.

(b) **May 13 Supplemental Demand (Tracking No. 9589 0710 5270 2362 6951 98).** Available for Pickup at the Truckee Post Office since 11:34 AM on May 18, 2026. The item has not been retrieved.

¶ 24. Receipt of the demands by the Corporation is independently established by the email transmittals identified in paragraphs 16 and 19 above. Each email was transmitted to the Corporation's Secretary at the email address listed in the Corporation's published Board contact information and to the Corporation's Chief Executive Officer at the email address she uses for official Corporation business. On May 4, 2026, Petitioner received an automated out-of-office response from the Chief Executive Officer's email address (mcooper@thesnowpros.org) stating that the Chief Executive Officer was out of office and would return on Monday, May 11, 2026. That response confirms that the email address is actively monitored and generates responsive system messages, and further establishes that the Chief Executive Officer was in office on Tuesday, May 12, 2026 and Wednesday, May 13, 2026 when the two demands were transmitted. A true and correct copy of the May 4, 2026 automated out-of-office response is attached as **Exhibit 7**. Petitioner did not receive any automated reply, bounce-back, non-delivery notification, or other system response with respect to either of the May 12 or May 13 transmittals.

VII. THE CORPORATION'S FAILURE TO RESPOND

¶ 25. As of the filing of this Petition:

(a) The Corporation has not produced any of the records demanded in the May 12 Demand or the May 13 Supplemental Demand;

(b) The Corporation has not confirmed receipt of either demand or proposed any compliance timeline;

(c) The Corporation has not articulated any objection, in writing or otherwise, to any category of records demanded; and

(d) The Corporation has not requested clarification of any portion of either demand.

¶ 26. The five-business-day deadline for the Corporation to confirm receipt and a compliance timeline expired with respect to both demands without response:

(a) **May 12 Demand.** Computed from the May 12, 2026 date of the Demand letter, the deadline expired on Tuesday, May 19, 2026.

(b) **May 13 Supplemental Demand.** Computed from the May 13, 2026 date of the Supplemental Demand letter, the deadline expired on Wednesday, May 20, 2026.

¶ 27. Hadsell Stormer Renick & Dai LLP appears as counsel of record for the Corporation in the related action *Moore et al. v. PSIA-AASI Western Division*. No appearance, engagement, or other communication on behalf of the Corporation has been identified in connection with the May 12 Demand or the May 13 Supplemental Demand, neither of which was directed to or copied to counsel. Petitioner makes no assumption that the firm's representation of the Corporation in *Moore* extends to this records-inspection proceeding. Service of this Petition is being effected on the Corporation through its designated agent for service of process in accordance with California Code of Civil Procedure § 416.10.

VIII. PROPER PURPOSE

¶ 28. Each of the records demanded in the May 12 Demand and the May 13 Supplemental Demand is reasonably related to Petitioner's interests as a voting member of the Corporation. Those interests include, without limitation:

(a) Petitioner's interest in the Corporation's stewardship of the dues Petitioner has paid;

(b) Petitioner's interest in the accuracy of the Corporation's representations made under penalty of perjury on the Corporation's federal Form 990 information return, signed by the Corporation's Chief Executive Officer on November 12, 2025;

(c) Petitioner's interest in the integrity of the Corporation's governance processes, including the processes that determine which directors occupy Board seats and the processes by which the Corporation communicates with its members concerning judicial proceedings to which it is a party; and

(d) Petitioner's reliance on the Corporation's published representations in deciding how to cast Petitioner's vote in matters submitted to the membership.

A. CEO Compensation and Form 990 Records

¶ 29. The Corporation's FY25 Form 990, signed by the Chief Executive Officer on November 12, 2025 and filed with the Internal Revenue Service in November 2025, reports specific dollar figures on Part IX (Statement of Functional Expenses) and makes specific governance representations on Schedule O. Among other representations, the Form 990 represents on Part VI Section B Line 15a that the process for determining compensation of the Corporation's Chief Executive Officer "include[d] a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision," and on Schedule O elaborates that "CEO COMPENSATION IS REVIEWED AND APPROVED BASED ON STRATEGIC AND FINANCIAL GOALS OF THE ORGANIZATION."

¶ 30. The Corporation's Policy Governance Manual, Policy 2.5 (Asset Protection), paragraph 13, sets a $5,000 ceiling on the Chief Executive Officer's authority to commit the Corporation to expenditures without prior Board approval. The Corporation's publicly available Board minutes from the meeting held May 12, 2025 record a unanimous motion to "approve payment of the outstanding invoice for legal services rendered through Holland & Hart" — language on the face of the minutes indicating that the legal services had already been engaged and performed, and that the invoice was already outstanding, by the time the Board was asked to vote on payment. The Holland & Hart invoice reflects costs to the Corporation in excess of $30,000. The Corporation's publicly available Finance Committee minutes from August 11, 2025 confirm that the resulting expense was large enough to cause a budget overage — "[i]f not for H&H legal, we would not have had the overage" — and record the Finance Committee's determination that classification of the Holland & Hart invoice on the Corporation's books was "an operational decision for the CEO to drive on what line item to report the board legal expense under."

¶ 31. The Corporation's FY25 Impact Report — a member-facing publication posted by the Corporation on its public website at psia-w.org/home/about/, opened by a signed letter from the Chief Executive Officer and closed by a signed letter from the Board Chair — contains contemporaneous admissions bearing on the Holland & Hart engagement described in paragraph 30. The Impact Report's Financial Highlights section states that the Corporation "did make the decision to draw funds from reserve this season to cover unplanned board expenses." Its Operational Finances notes section acknowledges a "cash flow impact of $48,000 in unbudgeted board incurred expenses" during the fiscal year. The multi-year financial table on the same Operational Finances page shows that the Corporation's "Board of Directors Expenses" line increased from $9,132.83 in FY24 to $51,067.72 in FY25 — an increase of $41,934.89 — while the "Legal" line increased only from $450 in FY24 to $3,795 in FY25, matching the figure reported on the FY25 Form 990 Part IX Line 11b discussed in paragraph 32 below.

¶ 32. The FY25 Form 990, Part IX Line 11b, reports total outside legal fees of $3,795 for the fiscal year ending June 30, 2025. The 2024 Instructions for Form 990 (Cat. No. 11283J, dated January 8, 2025), which govern the Corporation's FY25 return, provide at page 46 that Part IX Line 11b is for "the total legal fees charged by outside firms and individuals," with only two enumerated exclusions: penalties, fines, settlements, and judgments imposed against the organization (reportable on Line 24), and lobbying fees charged by attorneys (reportable on Line 11d). Part IX Line 11g ("Other fees for services") is residual on its face — it captures only "amounts for other independent contractor services *not listed on lines 11a through 11f*." The Form 990 also reports $63,062 on Part IX Line 24e ("All other expenses"). The Corporation's Holland & Hart legal expense, in excess of $30,000, is not reflected in the $3,795 reported on Line 11b.

¶ 33. As a voting member, Petitioner is entitled to inspect the corporate records bearing on the engagement of Holland & Hart, including the engagement letter, invoices, records of any pre-engagement Board authorization, records reflecting the Chief Executive Officer's commitment of the Corporation to the engagement, the workpapers and general-ledger entries supporting the FY25 Form 990's Part IX categorizations, and the Board materials reflecting Board review and approval of the FY25 Form 990 under Policy Governance Manual Policy 3.5.

¶ 34. The Corporation's records concerning the original August 11, 2022 hire of its current Chief Executive Officer, including any offer letter, board-approval record, and contemporaneous documentation of compensation terms, are similarly within § 8333 scope. The Subramanian Declaration filed April 24, 2026 in *Moore et al.* attests at paragraph 33 to a February 28, 2026 Board motion authorizing a "multi-year contract" for the Chief Executive Officer. The Cooper Declaration filed the same day disclaims any new contract or compensation amendment. The contemporaneous corporate records inspectable under § 8333 are the source of clarity on the actual corporate-act basis for the compensation reported on the FY25 Form 990.

B. Election-Cycle and Board-Governance Records

¶ 35. Petitioner has additional interests as a voting member in the integrity of the processes by which the Corporation determines Board composition. The 2026 Board election cycle produced ElectionBuddy-certified vote results identifying Barclay Moore (first place), Bryan Martel (second place), and Alycia Glines (fifth place) as among the elected candidates. Each was placed on the ballot by the Corporation. In the Corporation's publicly posted Frequently Asked Questions document concerning the 2026 Board election, the Corporation acknowledges at Question 3 that "[t]he investigations [that led to the post-vote suspensions of these candidates] began before the 2026 Board election was launched." The Chair of the Corporation's Board of Directors further confirmed, in Corporation-hosted member information sessions held April 21 and May 6, 2026, that all candidates for the 2026 Board election were members in good standing throughout the voting period. On March 20, 2026 — after voting had closed and the ElectionBuddy results had been issued — the Corporation issued disciplinary notices purporting to suspend the membership of these candidates, and thereafter declined to seat them.

¶ 36. The Corporation's representations to its members concerning Board composition have evolved over the period from March 2026 through May 2026. The April 25, 2026 BOD email represented that the Corporation had "prevailed" in the April 24 TRO proceeding and characterized the April 23 special meeting of members as having "no legal power." The May 13, 2026 Official Board Update introduced a new "time of finalization and seating" standard and asserted an "established pathway" for reinstated members. Each of these representations is a factual claim about Board action or established corporate policy. As a voting member, Petitioner is entitled to inspect the corporate records that support each.

C. Statutory Standard

¶ 37. Cal. Corp. Code § 8333 provides that "[t]he accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member."

¶ 38. The "reasonably related" standard does not require that a member's purpose be the only purpose, the best purpose, or the purpose the Corporation would prefer. It requires only that the purpose be reasonably related to the member's interests *as a member*. Each interest articulated in paragraph 28 above — fiduciary stewardship of dues, accuracy of sworn corporate representations, integrity of governance processes, and reliance on Corporation representations in member voting — is a paradigmatic member interest.

IX. STATUTORY FRAMEWORK

¶ 39. Cal. Corp. Code § 8336(a) provides: "Upon refusal of a lawful demand for inspection under this chapter, or a lawful demand pursuant to Section 8330 or Section 8333, the superior court of the proper county, or the county where the books or records in question are kept, may enforce the demand or right of inspection with just and proper conditions or may, for good cause shown, appoint one or more competent inspectors or independent accountants to audit the financial statements kept in this state and investigate the property, funds and affairs of any corporation and of any subsidiary corporation thereof, domestic or foreign, keeping records in this state and to report thereon in such manner as the court may direct."

¶ 40. Cal. Corp. Code § 8336(c) provides: "All expenses of the investigation or audit shall be defrayed by the applicant unless the court orders them to be paid or shared by the corporation." Petitioner requests, as set forth in the prayer for relief, that the Court exercise its authority under § 8336(c) to order any expenses of an inspector or audit appointed pursuant to § 8336(a) to be paid by the Corporation.

¶ 41. Cal. Corp. Code § 8337 provides that the court "may award the member reasonable costs and expenses, including reasonable attorneys' fees, in connection with such action," "[i]f the court finds the failure of the corporation to comply with a proper demand thereunder was without justification."

¶ 42. The Corporation's failure to comply with the May 12 Demand and the May 13 Supplemental Demand is without justification. The Corporation has not articulated any objection to either demand, has not requested clarification, has not produced any responsive record, and has not confirmed any compliance timeline. The records demanded are within the scope of § 8333 on the face of the demand letters. The member purposes stated in the demand letters and elaborated in Section VIII above are reasonably related to Petitioner's interests as a voting member.

X. PRAYER FOR RELIEF

WHEREFORE, Petitioner respectfully prays for the following relief:

1. An order compelling the Corporation to produce to Petitioner the records demanded in the May 12 Demand (Exhibit 1) and the May 13 Supplemental Demand (Exhibit 4), in electronic format by transmittal to Petitioner's designated email address, or, at Petitioner's option, by

inspection and copying at the Corporation's principal office during reasonable business hours, in either case within ten (10) days of the Court's order;

2. In the event of the Corporation's continued non-compliance with the order requested in paragraph 1 above, the appointment, under Cal. Corp. Code § 8336(a) and on Petitioner's noticed motion, of one or more competent inspectors or independent accountants to conduct the inspection on Petitioner's behalf and report to Petitioner and to the Court, and an order under Cal. Corp. Code § 8336(c) that the expenses of any such investigation or audit be paid by the Corporation;

3. An award of costs, expenses, and reasonable attorneys' fees under Cal. Corp. Code § 8337, on the ground that the Corporation's failure to comply with the May 12 Demand and the May 13 Supplemental Demand was without justification; and

4. Such other and further relief as the Court deems just and proper.

XI. VERIFICATION

I, Alison Monahan, declare under penalty of perjury under the laws of the State of California that I have read the foregoing Verified Petition; that the facts stated therein are within my personal knowledge or are based on information and belief, and as to those matters I believe them to be true; and that I am the petitioner in this action.

Executed on May 21, 2026, at San Francisco, California.

Alison Monahan

Alison Monahan, Petitioner

EXHIBIT LIST

Ex.	Document	Source
1	May 12, 2026 § 8333 demand letter	Section_8333_Demand_Letter.pdf
2	Email transmittal proof — May 12 demand	User outbound mail
3	USPS Tracking record — May 12 Demand (Tracking No. 7022 3330 0001 1346 4454; deposit, transit, delivery to Truckee PO Box, May 20 Reminder to Schedule Redelivery, non-retrieval as of filing date)	User screenshots from tools.usps.com
4	May 13, 2026 supplemental § 8333 demand letter	Section_8333_Supplemental_Demand_Letter_May13.pdf

5	Email transmittal proof — May 13 supplemental	User outbound mail
6	USPS Tracking record — May 13 Supplemental Demand (Tracking No. 9589 0710 5270 2362 6951 98; deposit, transit, delivery to Truckee PO Box, non-retrieval as of filing date)	User screenshots from tools.usps.com
7	Automated out-of-office reply from Chief Executive Officer's email address, dated May 4, 2026, stating return-to-office date of May 11, 2026	Gmail_-_Automatic_reply__OFFICIAL_TRANSMITTAL...pdf
8	April 24, 2026 Minute Order denying TRO	TRO_Application_Denied.pdf
9	April 25, 2026 BOD email to membership	Project file
10	May 13, 2026 Official Board Update	May_13_2026_PSIA_statement.png plus Wayback capture
11	PSIA-AASI Western Division Bylaws Article XIV § 14.4 (inspection rights) and § 14.1 (records location at principal office); Policy Governance Manual Policy 2.5 Asset Protection paragraph 13 (CEO $5,000 spending authority limit) and Policy 3.5 (Board review and approval of Form 990)	PSIAAASIWesternBylaws.pdf; PSIAAASIWGPM.pdf
12	FY25 Form 990 (Cooper signature, Part IX, Part VI § B, Schedule O excerpts)	FY25_PSIAW_990_.pdf
13	2024 Instructions for Form 990 (Cat. No. 11283J), page 46, line 11 series	i990 (2024)
14	Publicly-posted Board and Finance Committee minutes — May 12, 2025 (H&H invoice approval motion) and August 11, 2025 (Finance Committee classification delegation; "overage" statement)	Corporation's publicly-posted minutes
15	Corporation's publicly posted Frequently Asked Questions: 2026 PSIA-AASI Western Region Board of Directors Election (originally posted March 21, 2026; last updated May 14, 2026; authored by Marisa Cooper, CEO)	psia-w.org/frequently-asked-questions-2026-psia-aasi-western-region-board-of-directors-election/
16	Corporation-hosted member information sessions — April 21, 2026	Petitioner's contemporaneous transcripts

	and May 6, 2026 (Board Chair's confirmation that all 2026 Board election candidates were members in good standing throughout the voting period)	
17	Petitioner's member-account page on the Corporation's member portal at members.thesnowpros.org/account/edit, captured May 20, 2026 (proof of voting-member status, member ID 424107, current through June 30, 2027)	Petitioner's screenshot
18	FY25 PSIA-AASI Western Region Impact Report (member-facing publication; CEO opening letter; Board Chair closing letter; Financial Highlights and Operational Finances admissions; multi-year financial table)	psia-w.org/home/about/

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Petitioner in Propria Persona

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SACRAMENTO

ALISON MONAHAN, Petitioner, v. PROFESSIONAL SKI INSTRUCTORS OF AMERICA – WESTERN DIVISION, a California nonprofit mutual benefit corporation, Respondent.	Case No. [______________] PETITIONER'S MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF VERIFIED PETITION FOR ORDER COMPELLING INSPECTION OF CORPORATE RECORDS (Cal. Corp. Code § 8336) Related Case: Moore et al. v. PSIA-AASI Western Division et al., No. 26CV009976 (Hon. Julie G. Yap, Dept. 8D)

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I. INTRODUCTION

Petitioner Alison Monahan seeks an order under California Corporations Code § 8336 enforcing her statutory right under § 8333 to inspect the accounting books, records, and minutes of proceedings of the board and committees of the board of Respondent Professional Ski Instructors of America-Western Division (the "Corporation"). Petitioner is a voting member in good standing of the Corporation. On May 12, 2026 and May 13, 2026, Petitioner served two written demands on the Corporation under § 8333, seeking categories of corporate records bearing on the Corporation's stewardship of member dues, the accuracy of the Corporation's most recent federal Form 990 information return (signed by the Chief Executive Officer under penalty of perjury on November 12, 2025), and the corporate-action basis for representations the Corporation has made to its members in its public and official communications. The demands were transmitted to the Corporation by two independent channels — electronic mail to the Corporation's published Board correspondence address and to the Chief Executive Officer, and United States Certified Mail to the Corporation's designated mailing address. Each demand specified a five-business-day deadline for the Corporation to acknowledge receipt and a compliance timeline, and a fifteen-business-day deadline for full production.

Both five-business-day deadlines have expired without response. The Corporation has produced no records, acknowledged no receipt, articulated no objection, sought no clarification, and made no contact through counsel or otherwise. The two certified mailings remain unretrieved at the Corporation's designated mailing address. The Corporation has not responded to either demand by any channel. Section 8336 applies squarely to this circumstance.

II. STATEMENT OF FACTS

The facts material to this Petition are set forth in the Verified Petition and the supporting Declaration of Alison Monahan. The following summary cross-references those documents and is not a substitute for them.

The Corporation. PSIA-AASI Western Division is a California nonprofit mutual benefit corporation organized under Cal. Corp. Code § 7110 et seq. Petition ¶ 5. Its principal executive office, as designated in its filings with the California Secretary of State, is located in Sacramento. *Id.*

Petitioner. Petitioner is a voting member in good standing of the Corporation, member number 424107, paid through June 30, 2027. Petition ¶¶ 4, 9; Monahan Decl. ¶ 3. Her membership has at no time relevant to this Petition been suspended, terminated, placed on probation, or otherwise altered. Petition ¶ 9. Petitioner served as Secretary of an April 23, 2026 special meeting of the members under Cal. Corp. Code § 7510(e); that procedural role does not affect her member-as-member standing in this proceeding and does not bear on the records demanded. Petition ¶ 10; Monahan Decl. ¶ 6.

The FY25 Form 990 Line 11b reporting and the Impact Report admissions. Questions about the magnitude of the Corporation's legal expenditures had become a subject of member discussion by early 2026, in connection with the Corporation's disciplinary proceedings affecting current and former Board members and candidates for the 2026 Board election. In that context, in early April 2026, Petitioner reviewed the Corporation's FY25 Impact Report — a member-facing publication posted on the Corporation's "About" page, opened by a signed letter from Marisa Cooper, the Corporation's Chief Executive Officer, and closed by a signed letter from the Board Chair. Monahan Decl. ¶ 5 & Ex. 18. The Impact Report contains two related admissions about the Corporation's FY25 finances. The Financial Highlights section states that the Corporation "did make the decision to draw funds from reserve this season to cover unplanned board expenses." *Id.* The Operational Finances notes on the following page acknowledge a "cash flow impact of $48,000 in unbudgeted board incurred expenses" during the fiscal year. *Id.*

The Impact Report's admissions to members cannot be reconciled with the Corporation's sworn representations to the federal government for the same fiscal year. On November 12, 2025, Marisa Cooper signed the Corporation's FY25 Form 990 information return under penalty of perjury, in her capacity as Chief Executive Officer. Petition ¶ 32; Monahan Decl. ¶ 24 & Ex. 12. Part IX Line 11b of the signed Form 990 reports total fees paid to outside law firms during FY25 of $3,795. *Id.* The Corporation's own contemporaneous internal records — its publicly posted Board and Finance Committee minutes from May 12 and August 11, 2025 — confirm that outside legal services rendered by Holland & Hart were a substantial component of the unbudgeted board-incurred expenses the Impact Report identifies: the May 12 Board minutes record approval of an "outstanding invoice for legal services rendered through Holland & Hart," and the August 11 Finance Committee minutes record that "[i]f not for H&H legal, we would not have had the overage." Monahan Decl. ¶ 26 & Ex. 14. The discrepancy between the Corporation's sworn $3,795 outside-legal-fees figure on Line 11b and the Corporation's own contemporaneous board records and member-facing publications engaged Petitioner's interest in the accuracy of the Corporation's sworn financial representations to the federal government.

The April 25, 2026 BOD email. Later that month, on April 25, 2026, the Corporation distributed an email to its membership, signed "The PSIA-AASI Western Region Board of Directors," representing that the Corporation had "prevailed" in a temporary restraining order proceeding in *Moore et al. v. PSIA-AASI Western Division*, No. 26CV009976, "because [the Corporation's] positions were supported by the Court through actual evidence and legal authority." Petition ¶ 13; Monahan Decl. ¶ 8 & Ex. 9. The Court's April 24, 2026 minute order denied the application on the heightened *Newsom* standard, did not reach the merits of any underlying claim, and made none of the substantive findings the April 25 email attributed to it. Petition ¶¶ 12, 14; Monahan Decl. ¶ 7 & Ex. 8. The discrepancy between the email and the court record reinforced Petitioner's already-engaged concern about the accuracy of the Corporation's representations to its members. Petition ¶¶ 15, 28; Monahan Decl. ¶ 9.

The two demands. On May 12, 2026 Petitioner served a written § 8333 demand (the "May 12 Demand") and on May 13, 2026 a supplemental § 8333 demand (the "May 13 Supplemental Demand"). Each was transmitted by two independent channels: email to westernBOD@psia-w.org (the Corporation's published Board correspondence address) and mcooper@thesnowpros.org, and certified mail to the Corporation's designated mailing address. Petition ¶¶ 16, 19; Monahan Decl. ¶¶ 12–20. Each demand specified a five-business-day deadline for acknowledgment and a compliance timeline, and a fifteen-business-day deadline for full production. Petition ¶¶ 18, 22. The May 12 deadline expired May 19, 2026; the May 13 deadline expired May 20, 2026. Petition ¶ 26.

The Corporation's non-response. As of the filing of this Petition, the Corporation has produced no records, acknowledged no receipt of either demand, articulated no objection, sought no clarification, and made no contact through counsel or any other representative. Petition ¶ 25; Monahan Decl. ¶ 22. The two certified mailings remain "Available for Pickup" at the Corporation's designated mailing address and have not been retrieved. Petition ¶ 23; Monahan Decl. ¶ 21. The Chief Executive Officer's email address (mcooper@thesnowpros.org), to which both demands were copied, is actively monitored and generates automated system responses: Petitioner received such an automated reply on May 4, 2026 indicating return to office on May 11, 2026, the business day before the May 12 transmittal. Petition ¶ 24; Monahan Decl. ¶ 10 & Ex. 7. Neither the May 12 nor the May 13 email transmittal generated any bounce-back, non-delivery notification, or automated reply. Monahan Decl. ¶¶ 15, 19.

III. ARGUMENT

A. Petitioner is entitled to inspection of the records demanded under California Corporations Code § 8333.

Section 8333 provides:

> The accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

Cal. Corp. Code § 8333. Three elements are required: (i) the inspecting party is a member; (ii) the records sought are within the statutory categories; and (iii) the purpose is reasonably related to the member's interests as a member. Each element is satisfied here.

1. Petitioner has member standing to inspect.

Petitioner is a voting member of the Corporation within the meaning of Cal. Corp. Code §§ 5056, 5079, and 7332. Petition ¶¶ 4, 8; Monahan Decl. ¶ 3. The Corporation's Bylaws, Article XIV § 14.4, expressly recognize the inspection rights of "[v]oting members in good standing . . . for a purpose reasonably related to such person's interest as a member." Petition ¶ 8; Monahan Decl. ¶ 23 & Ex. 11. Petitioner's status as a voting member in good standing has at no time relevant to this Petition been suspended, terminated, placed on probation, or otherwise altered. Petition ¶ 9. Standing is established on the face of the record and is not in dispute.

2. The records demanded are within the categories open to member inspection under § 8333.

Section 8333 opens to member inspection two categories of records: (a) the corporation's "accounting books and records," and (b) the "minutes of proceedings of the members and the board and committees of the board." Cal. Corp. Code § 8333. The records demanded in the May 12 Demand and the May 13 Supplemental Demand fall squarely within these categories.

The May 12 Demand seeks: (a) records of Board deliberations and decisions concerning the eligibility of candidates for the 2026 Board election, including minutes, agendas, supporting materials, written consents, and board-circulated memoranda; (b) accounting books and records bearing on outside professional services, including invoices, engagement letters, general ledger entries, financial statements, and Treasurer / Finance Committee reports; and (c) records bearing on CEO compensation, hire, and annual review, including the offer letter, Board and committee records reflecting review and approval of compensation, the tax-return preparer's engagement and work product on the FY25 Form 990, and the Board materials reflecting Board review and approval of the FY25 Form 990 under the Corporation's Policy Governance Manual Policy 3.5. Petition ¶ 17.

The May 13 Supplemental Demand seeks records bearing on two specific factual representations the Corporation made publicly in an Official Board Update issued May 13, 2026: that "directors must be members in good standing at the time election results are finalized and seating occurs," and that "the Board has established a pathway for seating [candidates undergoing disciplinary proceedings who later return to member-in-good-standing status]." Petition ¶¶ 20–21.

Each category is either an "accounting book[ ] [or] record[ ]" or a "minute[ ] of proceedings of the . . . board [or] committee[ ] of the board." Cal. Corp. Code § 8333. No category falls outside the statutory categories. Section 14.1 of the Corporation's Bylaws and § 8320 of the Corporations Code further require the Corporation to maintain these records at its principal office in California. Petition ¶ 7.

3. The records are sought for purposes reasonably related to Petitioner's interests as a member.

The May 12 Demand and the May 13 Supplemental Demand each set forth, in writing, the member purposes reasonably related to Petitioner's interests as a member. Petition ¶ 18. Those interests are recited in Verified Petition ¶ 28 and include: (a) Petitioner's interest in the Corporation's stewardship of dues she has paid; (b) Petitioner's interest in the accuracy of representations made by the Corporation under penalty of perjury on its federal Form 990 information return; (c) Petitioner's interest in the integrity of the Corporation's governance processes, including the processes by which the Corporation communicates with its members concerning judicial proceedings to which it is a party; and (d) Petitioner's reliance on the Corporation's published representations in deciding how to cast Petitioner's vote in matters submitted to the membership. *Id.* Each is a paradigmatic member interest.

The records demanded are not sought to develop a private hypothesis; they are sought to test specific representations the Corporation itself has made under penalty of perjury, in its own publications and on its own filings. Four documentary anchors establish the proper-purpose inquiry.

First. The Corporation's FY25 Form 990, signed by the Chief Executive Officer on November 12, 2025, represents on Part VI Section B Line 15a that the process for determining compensation of the Chief Executive Officer "include[d] a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision," and elaborates on Schedule O that "CEO COMPENSATION IS REVIEWED AND APPROVED BASED ON STRATEGIC AND FINANCIAL GOALS OF THE ORGANIZATION." Petition ¶ 29; Monahan Decl. ¶ 24 & Ex. 12. The signed Form 990 is a sworn statement to the federal government. Petitioner is entitled to inspect the contemporaneous Board and committee records substantiating that representation. The Form 990 itself names the records it depends on — "contemporaneous substantiation of the deliberation and decision" — and § 8333 places them within member inspection. Cal. Corp. Code § 8333; Petition ¶ 29.

Second. The Corporation's Policy Governance Manual, Policy 2.5 (Asset Protection), paragraph 13, sets a $5,000 ceiling on the Chief Executive Officer's authority to commit the Corporation to expenditures without prior Board approval. Petition ¶ 30; Monahan Decl. ¶ 23 & Ex. 11. The Corporation's publicly posted Board minutes from the meeting held May 12, 2025 record a unanimous motion to "approve payment of the outstanding invoice for legal services rendered through Holland & Hart" — language on the face of the minutes indicating that the legal services had already been engaged and performed, and that the invoice was already outstanding, by the time the Board was asked to vote on payment. Petition ¶ 30; Monahan Decl. ¶ 26 & Ex. 14. The Holland & Hart invoice reflects costs to the Corporation in excess of $30,000. Petition ¶ 30. The Corporation's publicly posted Finance Committee minutes from August 11, 2025 confirm that the resulting expense was large enough to cause a budget overage — "[i]f not for H&H legal, we would not have had the overage" — and record the Finance Committee's determination that classification of the Holland & Hart invoice on the Corporation's books was "an operational decision for the CEO to drive on what line item to report the board legal expense under." Petition ¶ 30; Monahan Decl. ¶ 26 & Ex. 14.

Third. The Corporation has, in its own member-facing publication, displayed the documentary fingerprint of the classification choice and acknowledged its financial consequence. In the FY25 Impact Report, the Corporation displays in a single multi-year financial table that the "Legal" line moved from $450 in FY24 to $3,795 in FY25 — the same $3,795 figure that appears on Form 990 Part IX Line 11b — while the "Board of Directors Expenses" line moved from $9,132.83 in FY24 to $51,067.72 in FY25, an increase of $41,934.89. Monahan Decl. ¶ 5 & Ex. 18. The accompanying narrative on the same page acknowledges that the Corporation experienced a "cash flow impact of $48,000 in unbudgeted board incurred expenses" during the fiscal year. *Id.* The Financial Highlights section on the preceding page acknowledges that the Corporation "did make the decision to draw funds from reserve this season to cover unplanned board expenses." *Id.*

The Corporation's own publication thus displays, in a single member-facing document, three facts: that the Corporation reported only $3,795 in outside legal fees for FY25; that the Corporation's Board of Directors expense line jumped approximately $42,000 in the same fiscal year; and that the Corporation acknowledged $48,000 in "unbudgeted board incurred expenses" requiring a draw from reserves. Together, these three facts raise — on the face of the Corporation's own publication — the question whether the $3,795 figure on Form 990 Part IX Line 11b accurately reports the Corporation's FY25 outside legal expenditures.

Fourth. The FY25 Form 990, Part IX Line 11b, reports total outside legal fees of $3,795 for the fiscal year ending June 30, 2025. Petition ¶ 32; Monahan Decl. ¶ 24 & Ex. 12. The 2024 Instructions for Form 990 — the version governing the FY25 return because the fiscal year began July 1, 2024 — provide at page 46 that Line 11b is for "the total legal fees charged by outside firms and individuals," with only two enumerated exclusions: penalties, fines, settlements, and judgments imposed against the organization (reportable on Line 24), and lobbying fees charged by attorneys (reportable on Line 11d). Petition ¶ 32; Monahan Decl. ¶ 25 & Ex. 13. The IRS Instructions further provide that Line 11g ("Other fees for services") captures only "amounts for other independent contractor services *not listed on lines 11a through 11f*." *Id.* The Holland & Hart legal expense is not reflected in the $3,795 reported on Line 11b. Petition ¶ 32.

These four documentary anchors — the Form 990 representations on CEO compensation governance; the PGM ceiling and the post-hoc Board approval pattern; the Corporation's own member-facing Impact Report displaying the classification fingerprint; and the Form 990 Line 11b reporting figure read against the IRS Instructions — establish, on the face of the Corporation's own publications and sworn filings, a proper member purpose for inspecting the contemporaneous corporate records that bear on each. Each datum is from the Corporation's own filings or publications. Each, independently, is reasonably related to Petitioner's interests as a voting member in the Corporation's stewardship of dues and in the accuracy of the Corporation's representations to its members and to the federal government. Inspection is the statutory mechanism for the inquiry. Cal. Corp. Code § 8333.

The records bearing on the corporate-action basis for the CEO's compensation as reported on the FY25 Form 990 are similarly within scope. The Subramanian Declaration filed April 24, 2026 in *Moore et al.* attests to a February 28, 2026 Board motion authorizing a "multi-year contract" for the Chief Executive Officer; the Cooper Declaration filed the same day disclaims any new contract or compensation amendment. Petition ¶ 34. The Corporation's contemporaneous internal records — the original August 11, 2022 hiring records, any subsequent amendments or successor agreements, and the records of any February 28, 2026 Board action — are the source of clarity on which sworn account is accurate, and they are open to member inspection under § 8333. So too are the workpapers and general-ledger entries supporting the Form 990 Part IX categorizations, and the Board materials reflecting Board review and approval of the FY25 Form 990 under Policy Governance Manual Policy 3.5. Petition ¶ 33.

In addition to the records bearing on CEO compensation and the FY25 Form 990 discussed above, Petitioner has pleaded interests in the integrity of the corporate processes by which the Corporation determines Board composition, and in the accuracy of the representations the Corporation has made to its members concerning the disposition of judicial proceedings to which the Corporation is a party. Petition ¶¶ 35–36. These interests are reasonably related to Petitioner's interests as a member of a nonprofit mutual benefit corporation, and fall within the recognized scope of member inspection under § 8333.

B. The Corporation's failure to comply was without justification.

Section 8337 provides that the Court may award the member reasonable costs and expenses, including reasonable attorneys' fees, "[i]f the court finds the failure of the corporation to comply with a proper demand thereunder was without justification." Cal. Corp. Code § 8337.

The record is unusually clean. The Corporation has made no response of any kind. It has not produced records, acknowledged receipt, articulated an objection, or sought clarification. Petition ¶ 25; Monahan Decl. ¶ 22. The two certified mailings remain unretrieved at the Corporation's designated mailing address. Petition ¶ 23; Monahan Decl. ¶ 21. The Chief Executive Officer's email address — to which both demands were copied — is actively monitored, as established by the May 4, 2026 automated reply Petitioner received from that address. Petition ¶ 24; Monahan Decl. ¶ 10 & Ex. 7. No bounce-back, non-delivery notification, or automated reply was generated by either demand. Monahan Decl. ¶¶ 15, 19.

The demands are facially within the scope of § 8333 and the member purposes are facially proper. The Corporation has offered no objection, no clarification request, and no justification of any kind. On this record, the failure to comply is without justification under § 8337.

C. The Court should compel inspection and, on continued non-compliance, provide for inspector appointment under § 8336(a).

Section 8336 provides:

> (a) Upon refusal of a lawful demand for inspection under this chapter, or a lawful demand pursuant to Section 8330 or Section 8333, the superior court of the proper county, or the county where the books or records in question are kept, may enforce the demand or right of inspection with just and proper conditions or may, for good cause shown, appoint one or more competent inspectors or independent accountants to audit the financial statements kept in this state and investigate the property, funds and affairs of any corporation and of any subsidiary corporation thereof, domestic or foreign, keeping records in this state and to report thereon in such manner as the court may direct.

Cal. Corp. Code § 8336(a). The statute confers two distinct enforcement mechanisms. Petitioner respectfully requests that the Court employ the first — an order compelling inspection on just and proper conditions — as the principal remedy, and authorize the second — appointment of one or more competent inspectors or independent accountants — as a contingent remedy in the event the Corporation fails to comply with the inspection order.

Compelled inspection on just and proper conditions. Petitioner respectfully requests that the Court order the Corporation to produce the records demanded in the May 12 Demand and the May 13 Supplemental Demand, in electronic format by transmittal to Petitioner's designated email address, or, at Petitioner's option, by inspection and copying at the Corporation's principal office during reasonable business hours, in either case within ten (10) days of the Court's order. The Corporation has had the records continuously since they were created, and has had since May 12, 2026 to assemble responsive materials.

Inspector appointment on continued non-compliance. If the Corporation fails to comply with the inspection order, good cause is shown under § 8336(a) for the appointment of one or more competent inspectors or independent accountants to conduct the inspection on Petitioner's behalf and report to Petitioner and to the Court. Cal. Corp. Code § 8336(a). Three considerations support the contingent appointment:

First, the Corporation's complete non-response to two facially proper demands establishes that ordinary enforcement may not produce ordinary compliance. The Corporation has not engaged in good faith with the records-inspection process at any point in the eight days since the May 12 Demand.

Second, the records at issue include accounting books and general-ledger entries, tax-return preparer workpapers, and contemporaneous substantiation files supporting representations on the FY25 Form 990. These are records whose meaning depends on accounting expertise that a lay member may not be able to meaningfully self-audit even on full production. Independent inspector review preserves the substantive function of the inspection right.

Third, the expenses of any inspector or audit appointed under § 8336(a) are properly borne by the Corporation under § 8336(c). The default rule is that "the applicant" defrays such expenses, "unless the court orders them to be paid or shared by the corporation." Cal. Corp. Code § 8336(c). Petitioner respectfully requests that the Court exercise its discretion under § 8336(c) to order that the expenses of any inspector or audit be paid by the Corporation, should one become necessary.

Petitioner respectfully requests that the Court's order (a) compel inspection within ten days; and (b) provide, in the event of continued non-compliance, for inspector appointment under § 8336(a) on Petitioner's noticed motion, with costs of the appointment to be borne by the Corporation under § 8336(c).

D. The "without justification" finding and costs.

An award of costs under § 8337 requires the predicate finding that the Corporation's failure to comply with a proper § 8333 demand was without justification. Petitioner respectfully requests that the Court make and state the finding expressly in its order.

On that finding, Petitioner seeks an award of costs under § 8337, including the Court's filing fee, costs of service, costs of certified mail and tracking, and costs of producing exhibits. Petitioner does not seek recovery of fees for her own pro se time. Petitioner reserves any future entitlement to costs and fees for retained outside counsel work, if any, on noticed motion.

IV. CONCLUSION

Petitioner is a voting member; she has served two written demands by two independent channels for records that fall squarely within § 8333; she has set forth member purposes that are reasonably related to her interests as a member; and the Corporation has produced no records, articulated no objection, sought no clarification, and has not responded to either demand by any channel. Section 8336 applies directly to this circumstance.

Petitioner respectfully requests that the Court:

1. Order the Corporation to produce, within ten days of the Court's order, the records demanded in the May 12 Demand (Exhibit 1 to the Verified Petition) and the May 13 Supplemental Demand (Exhibit 4 to the Verified Petition), in electronic format by transmittal to Petitioner's designated email address, or, at Petitioner's option, by inspection and copying at the Corporation's principal office during reasonable business hours;

2. Provide, in the event of continued non-compliance, for the appointment of one or more competent inspectors or independent accountants under Cal. Corp. Code § 8336(a) on Petitioner's noticed motion, and order under Cal. Corp. Code § 8336(c) that the expenses of any such investigation or audit be paid by the Corporation;

3. Find that the Corporation's failure to comply with the May 12 Demand and the May 13 Supplemental Demand was without justification, and award Petitioner costs under Cal. Corp. Code § 8337; and

4. Grant such other and further relief as the Court deems just and proper.

Dated: May 21, 2026

Respectfully submitted,

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