



Alison M [REDACTED]

Fwd: OFFICIAL TRANSMITTAL: Certified Results of April 23 Special Meeting of the Membership

Alison Monahan [REDACTED] ay 4, 2026 at 8:00 AM
To: Marisa Cooper [REDACTED] Dan Stormer [REDACTED]

[REDACTED]

Dear Ms. Cooper and Mr. Stormer,

I am writing to follow up on the Chair's transmittal of the certified results of the April 23, 2026 Special Meeting of the Membership, sent to Ms. Cooper on April 24, 2026. Ten days have now passed without acknowledgement from the Corporation.

I write as a PSIA-AASI Western Region member ([REDACTED]) and as the Secretary of the Special Meeting. I am copying counsel because the issues are squarely legal at this point.

The membership's certified action included three items that take effect by operation of California law and require no Board ratification:

- Five sitting directors – Sowmya Subramanian, Caleb Lee, Neil Bussiere, Meghan Ochs, and Henry Ryerson – were removed by member vote on April 23, with margins of 84% to 93%. Under Cal. Corp. Code §7222, that removal was effective immediately.
- The March 20, 2026 provisional suspensions did not satisfy the procedural requirements of Cal. Corp. Code §7341(c) and were therefore “void and without effect” by operation of §7341(a) from the moment they were imposed. The membership's stay (Resolution 1) confirms what the statute already provided.
- By Resolutions 1 and 3, the membership directed that the certified winners of the 2026 election fill the resulting vacancies and that “alternate” candidates not be seated. Cal. Corp. Code §7224 vests vacancy-filling authority in the members where the vacancy was created by member removal, unless a member-approved bylaw specifically authorizes the Board to fill such vacancies. Bylaws §9.7, which addresses vacancies due to “death, disability, resignation, or another cause,” does not address removal vacancies and was not approved by the members. The statutory default applies.

Notice of the April 23, 2026 meeting was given by the Petition Committee under Cal. Corp. Code §7511(c), the members' fallback authority that arises when the Board declines to convene a compliant meeting within 20 days. The Board received the First Member Petition on March 31, 2026 and the Second Formal Petition on April 12, 2026, and did not convene a compliant meeting within the statutory window. The members did what the statute authorizes when the Corporation refuses.

Members also exercised their statutory inspection rights under Cal. Corp. Code §8330, with written demands beginning April 6, 2026 stating the proper purpose: to give notice of a member meeting on member rights and the election process. The Corporation refused on April 10, offering instead a board-led “informational forum” on April 21, 2026 as a §8330(c) alternative – a forum that was not a §7511(c)-compliant voting meeting and that addressed none of the petition resolutions. An alternative that cannot accomplish the demand's stated purpose is not a reasonable alternative under §8330(c). The Corporation cannot withhold the membership list and then fault the members for any distribution gap that withholding produced. Documentation of the demands and the Corporation's responses is preserved.

I am evaluating my options as a member to ensure the membership's vote is given effect. My calendar is open for counsel to [book a call directly](#), and I would much prefer that path to litigation. However, continued silence is not a workable response.

Best,
Alison Monahan
PSIA-AASI Western Region Member 
Secretary, Special Meeting of the Membership (April 23, 2026)

----- Forwarded message -----

From: **Jeff Jensen** 
Date: Fri, Apr 24, 2026 at 7:22 PM
Subject: OFFICIAL TRANSMITTAL: Certified Results of April 23 Special Meeting of the Membership

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Dear Marisa,

Attached to this email, please find the formal Chair's Certification of Meeting Actions regarding the Special Meeting of the Membership held on April 23, 2026.

As the Chair of this properly convened meeting under California Corporations Code § 7511(c), it is my responsibility to officially transmit the binding results to the Corporation.

The attachments include:

1. Formal Transmittal Letter: Detailing the five passed resolutions.
2. Certified Voting Results: The independent report from ElectionBuddy verifying the vote totals.
3. Official Meeting Minutes: The record of the proceedings and the establishment of a legal quorum.

Please acknowledge receipt of these certified results and confirm that they have been filed with the official records of the organization.

Sincerely,

Jeff Jensen

Chair, Special Meeting of the PSIA-AASI Western Membership

3 attachments



PSIA-West_Special_Meeting_Minutes_FINAL.pdf
1148K



PSIA-West_SpecialMeeting_PUBLIC_Exhibits.zip
1105K



Certification of Meeting Actions 4-23-2026.pdf

273K