

Melanie E. Baillie
R. Charles Beckett
Monica Flood Brennan
Brady L. Espeland
Brianna M. Espeland
Leander L. James IV
Daniel M. Keyes*
Wes S. Larsen
Joseph C. Metcalfe
Stephen J. Nemeec
Craig K. Vernon
Susan P. Weeks

1626 Lincoln Way
Coeur d'Alene, ID 83814

Telephone: (208)667-0683
Facsimile: (208)664-1684
dkeyes@jvwlaw.net

Helping People Solve Problems®

February 12, 2021

Sent via email to 

Re: Demands for Special Meeting

Dear Ms. :

This firm has been retained by the North End Neighborhood Association (“NENA”) to respond to your various demands for a special meeting. Unfortunately, NENA must deny your requests for a special meeting because they do not comply with Idaho statute or the NENA Bylaws.

Idaho statute provides that a non-profit corporation with members shall hold a special meeting of the members “if the holders of at least ten percent (10%) of the voting power of any corporation sign, date and deliver to any corporate officer one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.” I.C. § 30-30-502(1)(b). The NENA Bylaws contain a similar provision that requires “written demand of at least one hundred NENA members eligible to vote signed, dated and delivered to all Corporate officers as defined in these Bylaws describing, with particularity, the purpose or purposes for which the special meeting is to be held and whether a vote or resolution by the Board is requested.” Art. X, ¶ 3. Both the statute and the Bylaws require the Board to conduct a special meeting within thirty (30) days of receipt of a valid demand.

The Board has received multiple written demands for a special meeting from you. None of those demands contains signatures of one hundred NENA members. For example, your first petition dated January 2, 2021, only contained 58 signatures by your own admission. As another example, you have provided a purported list of signatures obtained through Change.org, however, that list of names does not include signatures as required by both the Bylaws and Idaho Code. Yet another example of the deficiencies in your written demands is the fact that your submission of alleged signatures from Change.org does not identify the location of the signatories with sufficient detail to confirm that these individuals are NENA members eligible to vote. At this time, the Board cannot determine that there have been a total of 100 or more signatures of NENA members who are eligible to vote in support of your demand for a special meeting.

To be clear, the Board does not believe that any written demand received has satisfied the requirements of the Idaho statute cited above, nor the NENA Bylaws. According to I.C. § 30-30-502(1)(b), written demand of more than 500 members would be required to demand a special meeting because there are more than 5,000 separate addresses within NENA's geographical boundaries, each with voting power according to the NENA Bylaws. According to the Bylaws, at least 100 signatures are required to demand a special meeting and the Board does not believe there have been that many unique signatures in any individual written demand or in the aggregate of all written demands received to date. If you disagree, I welcome a discussion regarding the total number of unique signatures you believe have been submitted. As you are aware recent changes in NENA, including the resignation of Mr. Wagener, have created some difficulty in verifying what demands and supporting documents have been presented in the past.

Best regards,

A handwritten signature in black ink, appearing to read "Daniel M. Keyes". The signature is fluid and cursive, with a large initial "D" and "K".

Daniel M. Keyes
Attorney