

**VINCENT F. GONZALEZ**

ATTORNEY-AT-LAW  
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FAX NUMBER UPON REQUEST

February 3, 2009

Tom Cook - President  
Tremont West Development Corp.  
2406 Professor Avenue  
Cleveland, Ohio 44113

Dear Mr. Cook:

Please be advised that I have been retained by Tremont neighbors regarding the issue of Tremont West's recent aborted election.

Please note that I am writing this letter in lieu of bringing a lawsuit and in the hope that a lawsuit can be avoided regarding the election and your plans to circumvent the By-Laws.

As you are well aware, your annual meeting held on January 29, 2009, did not have a quorum necessary to hold the election for President and Trustees. The appropriate remedy would have been to adjourn the meeting to another date and secure the attendance of a quorum for business. You were advised, as were the attendees, that you did not have a quorum by your Secretary, Sandy Yambor, and you proceeded to hold the elections, subsequently labeling the election as a "straw poll."

I have reviewed the By-Laws, and there is no provision for a straw poll, nor is there a provision for adding new trustees to the Board except for vacancies during the term of the Board, except by election or appointment at the annual meeting by the membership. Article IV: Board of Trustees, Section 4(A) and (B).

Sandy Smith's memo calling for a special Board meeting for February 5, 2009, to appoint nominees/candidates is not in keeping with your By-Laws, nor Ohio law. Clearly, the proper course would be to call a special annual meeting (although the By-Laws require the meeting to be held in January) and with proper notice and a quorum hold the required election. Absent this, the actions of the Board are in question and any action that you take can be challenged since you do not have a **legally-constituted Board**. This could be detrimental to the organization and to any action conducted by the Board over the coming year.



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I might add that although normally officers and trustees of a non-profit serve in their capacity until replaced at a duly-constituted election, your By-Laws do not so provide. As such, I do not believe that you hold the office of President, which is now vacant.

I trust that you will consult with your legal counsel and err on the side of caution rather than hold the meeting on February 5<sup>th</sup>, as presently scheduled and create many potential legal problems for your organization.

Sincerely,

VINCENT F. GONZALEZ

VFG:mmp