



Eastern Gardens Co-op

3045 Eastern Avenue * Sacramento, CA 95821 * (916) 489-1604 * Fax (916) 489-1627

www.easterngardenscoop.org

May 11, 2015

To: Members/Shareholders of Eastern Gardens Cooperative, Inc.

Re: Board Response to Receiving a Recall Petition

The petition received on April 21, 2015 to recall Director/President Jeff Lema has been reviewed by Eastern Garden's legal counsel. The petition states "and to allow one of the alternate directors as a replacement director in the event the recall is successful", is an invalid demand.

The Bylaws state the purpose of the alternates is to attend and vote at meetings when a sitting director cannot; it does not say anything about them filling a permanent vacancy and become permanent directors. The Bylaws do not provide a process for this because it was not the intention of the position to fill permanent vacancies.

The fact that the Board would be picking an alternate to serve is in itself contrary to law. The law is clear that the members, and not the Board, fills seat made vacant by recall. If the recall is successful, the Board will have to follow the requirements of the Davis-Stirling Act and hold an election so that the members can elect a replacement. For this reason the Board rejects the recall petition.

Sincerely,

Eastern Gardens Board of Directors