

WHAT AM I REALLY UP TO?

Many of you have seen the letter posted on the AMHA website dated May 11, 2008 addressed to AMHA Life Members from Cindy Mugnier and Julie Broadway about my letter inviting Life Members to join me in bringing a derivative action. If you haven't, I have posted a copy here.

No derivative lawsuit has been filed. A derivative suit is an action brought on behalf of an organization's members, i.e. the organization itself, to ensure that the organization's management is doing what it is supposed to do.

In order to short-circuit the rumor mill that inevitably seems to spring up anytime anyone dares to question the workings of the "powers that be" in the AMHA, attached is my letter to the Life Members as well as the actual correspondence between the AMHA and me. The AMHA did not post copies of all the letters on its website.

I asked for information which I am entitled to under New York law as a member of the Board. The AMHA at first refused to provide the information and then reluctantly agreed to allow me to view some of the information, but only if I would sign a confidentiality agreement. Neither New York law nor the AMHA's bylaws require that Board members sign a confidentiality agreement in order to look at material they are supposed to review anyway. There is no justification for hiding any corporate record from a Board member.

If the AMHA would simply follow the law and have an open-records policy, the sort of suits brought by Bob Painter and the potential derivative action that I am contemplating would be unnecessary.

The purpose of keeping non-profit corporate records open and accessible is to allow transparent governance. Why is the AMHA putting up such roadblocks to information that frankly should be available to all members?

It's time for me to get off my soap-box and let you be the judge. I am a firm believer in full disclosure so I am confident that the best way to explain where I am coming from is for you to read the documents for yourself. I hope you will take the time to do so.

If you are a Life Member and agree that the AMHA should be run in an open and transparent way--not in secret, feel free to print out the Consent form, sign it and send it to me as soon as possible.

Marjorie Hazelwood