

**From:** John Barlow [barlow@bwbslaw.com]

**Sent:** Tuesday, October 02, 2012 12:02 PM

**To:** Jeff Lamb

**Cc:** Marti Staprans Barlow

**Subject:** Tom Phelps & PCS

Hi Jeff,

I also talked to Don Gist about this matter. I don't see any basis for obtaining a restraining order or injunction; you would need to have an underlying lawsuit on file before you could apply for interim relief. Trying to prevent defamation in advance is a classic case of "prior restraint," which is a non-starter in court.

I think the best you can do is to conduct the meeting at PCS duly called by the officers of the Board and to which the program directors were invited. I also recommend that you let Don chair the meeting as vice-president so that you are able to speak freely without being accused of dominating the meeting.

Article III, Section 2 PCS Bylaws provide that Program Directors are "ex-officio, non-voting members of the Board of Directors." I think the most correct reading of that provision is that as non-voting members they also do not have authority to call meetings under Article III, Section 8, but I can see an argument for another reading. Whether or not the Program Directors have the power to call a meeting under Section 8, unless a majority of the quorum of voting members votes to suspend the rules there is no basis for appointing Tom Phelps or anyone else to preside over that meeting.

If the Program Directors want to have their own meeting, I don't see any legal basis to stop them from doing so. They cannot transact any PCS business nor can they bind PCS to any course of action. I do not think any PCS Directors should attend that meeting.

John L. Barlow

Corvallis

[Barlow@BWBSLaw.com](mailto:Barlow@BWBSLaw.com)

(541) 757-0575

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**From:** Jeff Lamb [mailto:jefflamb02@peak.org]

**Sent:** Tuesday, October 02, 2012 10:33 AM

**To:** John Barlow

**Subject:** Tom Phelps & PCS

John,  
Is there anything PCS can do to stop this public lynching? The program managers are not "Directors on the Board" with voting rights and can not call this meeting. If the G-Times calls today saying we "Need" to put this in the paper tomorrow so that people can attend Thursday, things will never be the same!

Jeff

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-----Original Message-----

**From:** Marti Staprans Barlow [mailto:marti@sandbassociates.com]

**Sent:** Tuesday, October 02, 2012 9:22 AM

**To:** 'Jeff Lamb'; 'Rolland Bowers'

**Cc:** 'Don Gist'; 'Debbie Thorpe'; 'Ken Stpierre'; neal.munson@comcast.net; 'Mike Fay'; 'Gabrielle Mahoney'

**Subject:** RE: PCS Brd Mem /Prog Dir Sept 27 Special Meeting

Hi all,

I just spoke to Tom Phelps. He views this other meeting called by Sara as a volunteer open forum that he, as an impartial person, will moderate. He knows it is not an official meeting of PCS. I informed him that we had invited all program managers to the official Board meeting that they had requested on the 4<sup>th</sup> to hear their concerns. -- he will remind them of that at the start of the meeting so that all the attendees know we are at PCS waiting. Tom seems to be an impartial community member that just wants to help bring everyone together, too, since he sends so many referrals to our organization.

I would like your permission to reply to Sara's email with another reminder of our meeting and a plea not to do anything to detract from our upcoming fund raising letter and efforts at this other meeting. I would like Sara and everyone on her list to see that our invite to hear their concerns is genuine and reflected by the entire Board, too. We need to make it clear that everyone who has an interest and concern IS invited to our meeting. Good intentions are on our side.

Let me know.

Marti