

**PETITION FOR SPECIAL MEETING  
OF THE MEMBERS  
OF WASHINGTON DENTAL SERVICE**

TO THE SECRETARY AND THE BOARD OF DIRECTORS OF WASHINGTON DENTAL SERVICE:

Pursuant to the Washington Nonprofit Corporation Act, as amended (the “Act”), including RCW 24.03.075, and the Amended and Restated Bylaws (the “Bylaws”) of Washington Dental Service (“WDS”), including Article II, Section 2 and Article X of such Bylaws, the undersigned members of WDS submit the following petition for a special meeting of the members of WDS;

WHEREAS, Article X of the Bylaws provides, *inter alia*, that the Bylaws may be amended by the vote of two thirds of the votes entitled to be cast by the members present in person or by proxy at a regular or special meeting;

WHEREAS, Section 24.03.075 of the Revised Code of Washington requires that an annual meeting of a nonprofit corporation’s members shall be held at the time stated in or fixed in accordance with the corporation’s bylaws and the Bylaws require that an annual member meeting shall be held on the second Friday in November;

WHEREAS, WDS refused to hold an annual member meeting in 2017 and again in 2018, despite repeated requests of member dentists that it hold these annual member meetings, and such refusal denies the member dentists their statutory and common-law right to participate in the governance of WDS, including discussing, considering, and potentially adopting proposed amendments to the Bylaws;

WHEREAS, Article II, Section 2 of the Bylaws provides that a special meeting of the members of WDS may be called by a petition that contains a description of the item or items to be discussed at the meeting and has been signed by a least ten percent of the members of WDS;

WHEREAS, the undersigned members of WDS desire that a special meeting of the members of WDS be held to discuss, consider, and potentially adopt a variety of proposed amendments to the Bylaws, a copy of which is attached as Exhibit A to this petition; and

WHEREAS, the purposes of the proposed amendments to the Bylaws are threefold: (1) to ensure that quality patient care is the exclusive focus of WDS; (2) to promote good governance and ensure that those most knowledgeable about patient care have a voice when it comes to the best interests of patients; and (3) to make the decisions and actions of WDS more transparent to providers and patients;

WHEREAS, the undersigned members of WDS desire that a special meeting of the members of WDS be held to discuss, consider, and take action on a resolution regarding WDS’s refusal to allow the members to participate in the nomination and election of member directors

pursuant to Section 1.B.4(b) of Article IV of the Bylaws, a copy of which is attached as Exhibit B to this petition;

NOW, THEREFORE, the undersigned members of WDS (who comprise more than ten percent of the members of WDS) hereby petition and call for a special meeting of the members to discuss, consider, and potentially adopt any or all of the proposed amendments to the Bylaws attached as Exhibit A to this petition.

The undersigned members of WDS further demand that, pursuant to the Act and the Bylaws, the Secretary of WDS mail to each member of record in good standing of WDS written notice stating the time, date, place of this special meeting and stating that the purpose of the meeting shall be to discuss, consider, and potentially adopt certain proposed amendments to the Bylaws, a copy of which will be provided to such members with the notice. This notice shall comply fully with the Act and the Bylaws, including Article II, Section 2 and Article X of the Bylaws, shall be issued within 30 days of the Secretary's receipt of this petition, and shall set a date for the special meeting that is not less than 30 nor more than 50 days from the date of such notice.

This petition may be signed in counterparts.

---

Signature

---

Printed Name

---

State License Number or Address

Please return signed petitions via email to [petition@wsda.org](mailto:petition@wsda.org) or via fax to (206) 443-9266.