

## **RESOLUTION OF THE MEMBERS OF WASHINGTON DENTAL SERVICE**

WHEREAS, pursuant to the Washington Nonprofit Corporation Act, as amended (the “Act”), and the Amended and Restated Bylaws (the “Bylaws”) of Washington Dental Service (“WDS”), the member dentists are entitled to participate in the nomination and election of the Member Directors of WDS;

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 has denied the member dentists their statutory and common-law right and their right under the Bylaws to participate in the governance of WDS, including the nomination and election the Member Directors of WDS;

THEREFORE, BE IT

RESOLVED, that the Members of WDS reject the Board of Director’s denial of their statutory and common-law right and their right under the Bylaws to participate in the governance of WDS, including the nomination and election the Member Directors;

RESOLVED, that the Members of WDS reject the Board of Director’s usurpation of their statutory and common-law right and their right under the Bylaws to participate in the nomination and election of the Member Directors;

RESOLVED, that the Members of WDS will proceed as if any and all nominations and elections of Member Directors by the Board of Directors and without the participation of the Members is null, void, and without effect.