

**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.

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Signature

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Printed Name

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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.

## Exhibit A

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

#### **Amendment to Washington Dental Service Bylaws**

**WHEREAS**, the Members of Washington Dental Service are empowered to amend the organization's Bylaws; and

**WHEREAS**, those amendments adopted below, which amend the delineated Bylaw sections, are adopted in the best interest of Washington Dental Service, recognizing that the current governance structure prevents Member knowledge of, and participation in, Washington Dental Service governance;

**NOW, THEREFORE**, the Members of Washington Dental Service, assembled in a special meeting called pursuant to the Bylaws, ordain as follows:

#### **Bylaw Amendments**

1. Changes to Bylaws. Article X is hereby deleted in its entirety and replaced with the following, effective immediately:

These Bylaws may be amended or repealed by the vote of two thirds of the votes entitled to be cast by the members present in person or proxy at an annual or special meeting of the members, provided that the proposed amendment or revision shall have been delivered to each member of this corporation along with the notice of meeting.

2. Open Nomination of Member Directors. Article IV, Section 1.B.4.b is hereby deleted in its entirety and replaced with the following, effective immediately:

Any Member may nominate any Member to be a Member Director at the meeting during which a Member Director seat is to be filled. Elections for Member Director seats shall take place as described in Article II, Section 4 of these Bylaws.

3. Article IV, Section 1.C.2 is hereby deleted in its entirety and replaced with the following, effective immediately:

To nominate, by majority vote of the Independent Director whose terms are not expiring, Independent Directors in accordance with these Bylaws.

4. Article IV, Section 1.D is hereby deleted in its entirety and replaced with the following, effective immediately:

In the event of a vacancy in a Member Director seat, the remaining Member Directors shall elect, by majority vote and as soon as practical after the vacancy arises, a replacement to serve until the next meeting of the Members, at which meeting the Members shall elect a replacement to fill the seat for the remainder of the original Member Director's term. In the event of a vacancy in an Independent Director seat, the remaining Independent Directors shall elect, by majority vote and as soon as practical after the vacancy arises, a replacement to serve the unexpired term of the original Independent Director.

5. Term Limit for Member Directors. Article IV, Section 1.B.3.c is hereby deleted in its entirety and replaced with the following, effective immediately:

Each Independent Director ordinarily may serve no more than three (3) full terms consecutively, exclusive of time served to complete the term of a previous Director. However, a Director may be nominated and elected to an additional term of one, two or three years following the Director's completion of three (3) consecutive full terms if the Governance and Nominating Committee and the Board of Directors determine that such is necessary to assure continuity on the Board of Directors.

No Member shall be eligible to serve more than two (2) consecutive terms as a Member Director, except where the initial service is a shortened term to facilitate transition to orderly rotation, or for the purpose of filling an unexpired term. After three years off the Board of Directors, the Member may be eligible again.

6. Size and Composition of Board of Directors. Article IV, Section 1.B.1 is hereby deleted in its entirety and replaced with the following, effective immediately:

**Size and Composition.** The Board of Directors shall consist of an odd number of Directors, at least nine (9) but no more than thirteen (13), with one more seat reserved for Independent Directors than for Member Directors. The number of Directors may at any time be increased or decreased within this range by the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director or changing the requirement that there be one more seat reserved for Independent Directors than for Member Directors. Independent Directors shall at all times after January 1, 2012 comprise a majority of incumbent Directors.

7. Removal of President and CEO from Board of Directors. Article IV, Section 1.B.4.c is hereby deleted in its entirety and replaced with the following, effective immediately:

**Ex Officio Director.** The President and CEO shall, by virtue of holding such office, automatically be a non-voting member of the Board of Directors for the period that he or she holds such office. The President and CEO shall not count for the purposes of calculating quorum of the Board of Director or any committee.

## Exhibit B

### **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.