



MASSCANN

The Massachusetts Cannabis Reform Coalition

July 13, 2020

William Flynn
[REDACTED]
[REDACTED]

RE: Notice of Special Meeting for Recall and Expulsion (Notice of Removal)

Greetings Bill:

We are writing to you on behalf of the Massachusetts Cannabis Reform Coalition (“**MassCann**”) Board of Directors (the “**Board**”) and membership (“**Member**” or collectively “**Members**”).

The Board has received in excess of ten requests from individuals confirmed as Members calling for a Special Meeting to vote on your removal. Further details are below. Pursuant to Section 3.5 of the current bylaws as enacted on January 12, 2020 (“**Bylaws**”), a Special Meeting of Members shall be called whenever requested of the Board by ten (10) or more Members.

Pursuant to Section 4.6 of the Bylaws, a **Director** may be removed from office, with or without cause, by a majority vote of the Members then eligible to vote and in attendance. Such vote will be taken at a Special Meeting of the Members duly noticed and held, provided any Director whose removal for cause is contemplated at such meeting shall have notice in writing, delivered in hand or mailed certified mail, return receipt requested, at least seven (7) days prior to such meeting. Such notice shall set forth the reasons for his/her removal and provide further that the Director concerned shall be provided an opportunity to be heard by the Membership. You are presently a Director and sufficient Members have called for your removal to justify such a Special Meeting.

Pursuant to Section 6.3 of the Bylaws, an **officer** elected by the Members may be removed from office, with or without cause by a majority vote of the voting-eligible Members in attendance. Such vote will be taken at a Special Meeting of the Members duly noticed and held, provided any officer whose removal for cause is contemplated at such meeting shall have notice in writing, delivered in hand or mailed certified mail return receipt requested, at least seven (7) days prior to such meeting. Such notice shall set forth the reasons for his/her removal and provide further that the officer(s) concerned shall be provided an opportunity to be heard by the Membership.

Causes expressed by the Members include:

- On July 1, 2020, the Board voted no-confidence in your leadership.
- Under your leadership MassCann’s NORML affiliation has been revoked.
- Members appear displeased with your leadership.

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Pursuant to Section 2.5 of the Bylaws, Special Meetings are to be called upon ten (10) days advance notice with three days added for U.S. Mail. A Notice of Removal requires seven (7) days advance notice with three days added for U.S. Mail.

This letter constitutes notice for all purposes described. It is being mailed to you via United States Postal Service, Certified Mail, Article No. **7019 1640 0001 7609 8364**, return receipt requested, postage pre-paid, on Monday, July 13, 2020. Adding three days for mail delivery, and ten days for notice, results in the earliest date for such a Special Meeting of July 26, 2020 (Sunday).

We have therefore scheduled this Special Meeting to address your removal at 7:00 PM, Tuesday, July 28, 2020, via MassCann's Zoom video conference platform. The Zoom link is posted in the electronic form of this letter ([clickthrough link](#)).

Due Process and the Vote to Remove

You will be afforded an opportunity to be heard or to make an opening statement. We then plan to allow Members the opportunity to address the Membership. Provided you are in attendance at the start of the Member comment portion of the meeting, you will be allowed to make a closing statement before a vote is taken.

The voting will consist of asking each attendee whether or not they want you removed as President, as a Director, and as a Member. All votes will be tallied at the end of the meeting and validity confirmed. We may or may not announce results before the end of the meeting, subject to the effort to confirm Membership and voting eligibility.

Your attendance is not mandatory but only you will be allowed to speak on your behalf.

Above all, the Board is fiercely protective of due process. You will have an opportunity to be heard, to plead your case, to hear Member concerns, and to attempt to ally those concerns, prior to a vote.

The Board will impose time limits upon all speakers in order to keep the process moving along and will afford you a fair amount of time to respond. Unlike the Board vote which was focused on issues of cause, we required Board members to only focus on issues occurring after the January 12, 2020, annual election, the Members are not so restricted. They can look further back in time and do not need cause for removal. We therefore urge you to consider the Member comments you have been privy to, the concerns expressed by the Board, and if you intend to fight to retain your positions, focus on developing compelling arguments.

In the event a vote of the Members to remove you from Membership is successful, in accordance with Section 6.3 of the Bylaws, you will be discharged from MassCann Membership, will not receive a refund of any portion of your Member dues, and cannot re-apply for Membership for one year thereafter. Re-acceptance as a Member shall be conditioned upon an affirmative vote of the Board.

Related Concerns

To establish a concise record, we discuss certain related matters.

Dissolution of MassCann

The voices of the community, the Membership, the founders of MassCann, and former directors, are welcome. Those voices help shape our discussion and better inform our decisions. However, at the end of the day, the Board reports to the Membership and is accountable to the Membership. While former directors and founders can at times influence and inform our decision, their comments are gratuitous in nature and not binding. Only the word of the Members is concrete.

You showed up at Salem Willows for the summer Members' meeting, announced that the founders had decided to dissolve MassCann, and that you were withdrawing. If you are resigning, it must be done in writing (email is acceptable) and sent to the clerk. For your convenience, that email address is clerk@Masscann.org. We encourage your resignation and discuss this issue further below.

Neither the founders nor the former directors have any say in the dissolution of MassCann beyond their vote as Members, provided they have remained Members in good standing and have maintained their right to vote. Otherwise, the Board appreciates their concern and opinions, but will let the Members, and only the Members, dutifully decide if a dissolution vote is to take place.

You are not authorized to file any dissolution documents with the Massachusetts Secretary of State and if any such action is taken, it will result in an adverse action.

Citizens Bank

The Board took a vote and approved a motion that no financial transactions were to take place without a Board vote. As part of that action, the Treasurer ceded his general authority to the Board until the Board rescinds their absolute control. Notwithstanding that vote, and your notice of the motion and votes via email, we understand you instructed Citizens Bank to terminate electronic banking access, locking the Treasurer out of the account and leaving you as the sole authorized party. Aside from being defiant of the Board vote, that action violated the Bylaws which provide at 7.2(b) that the Treasurer has custody of, and be responsible for, all funds and securities of the Corporation.

Pursuant to Section 7.1 of the Bylaws, as President, you are subject to the control of the Board to whom you are responsible for the affairs of the Corporation and for the performance of its officers. Further pursuant to Section 7.1 (a), your authority as to financial affairs is "with the Treasurer." 7.1(b) requires that you follow the dictates of the Board – you have defiantly refused and failed to do so.

At present, the Board is locked out of MassCann's accounts at Citizen's Bank. A referral has been made to the Massachusetts Attorney General's Non-profit Organizations Division (the "Division") and we are awaiting instruction and guidance from their lead investigator.

The Board believes your actions as to the bank account is limited to locking the Board out of the account. We urge you not to remove any funds or to assume MassCann is dissolved and transfer MassCann's funds to another party, be it another non-profit or otherwise. To do so will invite a criminal complaint and further reporting to the Division.

Resignation

As you know, on July 1, 2020, at the Emergency Meeting of the Board, our former Chairperson, Samson Racioppi resigned fully from MassCann. That pre-empted Member action. Samson is not precluded from re-applying for membership at a future date.

The Board has taken four specific votes related to your position with MassCann.

1. The Board voted affirmatively no-confidence in you as President.
2. The Board voted affirmatively to recommend to the Members that you be removed as President.
3. The Board voted affirmatively to recommend to the Members that you be removed as a Director.
4. The Board voted, but did not pass, a resolution to recommend to the Members that you be removed as a Member and expelled from MassCann.

At the July 12, 2020, summer Members' meeting, a straw vote was taken. All Members attending, whether in person or via Zoom¹, were allowed to vote. General voting is restricted for new Members for 90 days. As this was a straw vote and intended to further inform the Board of the temperature of the Membership, all attending Members (but only Members) were allowed to vote.

We asked the Membership if you should be expelled from MassCann. 44 Members voted with 40 (90.9%) recommending full expulsion. The results are tabulated in the table below.

	Full Expulsion	
Yes	40	90.9%
No	1	2.3%
Abstain	3	6.8%
Total	44	100.0%

Another straw vote was taken where we asked if you should be removed as President and from the Board, but allowed to remain as a Member. 40 Members voted with 35 (87.5%) recommending full expulsion, 4 preferring you be allowed to remain as a Member, and one abstention. The results are tabulated in the table below. We note that all five Board members in attendance voted you not be allowed to remain as a Member.

	Remain only as a Member	
Yes	4	10.0%
No	35	87.5%
Abstain	1	2.5%
Total	40	100.0%

It is clear the Members want you to go. We urge you to resign. Allowing any vote to proceed to its logical conclusion appears to create an ending that will result in expulsion. If prior to Monday, July 20,

¹ The Board voted to allow Zoom meetings and that attending a Zoom meeting counts as attending an actual in-person meeting and that Members could vote via Zoom.

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2020, you willingly resign from the Board (which will also terminate your role as President), and remain a Member, a majority of the Board will advocate that the Members not attend the Special Meeting and allow you to remain a Member and work to rehabilitate your reputation within the community. This will leave you eligible to run for a MassCann office at a future date.

The Board recognizes your years of service to MassCann and dedication to the cause of marijuana legalization. We think it best you resign and urge you to do so. Barring a resignation before Monday, July 20, 2020, the vote will proceed and it appears you will seal your fate.

Delivery

You have stated to the Board in a prior communication that you would be away on vacation and not reachable by cell phone through late July. Despite that, you did appear briefly at Salem Willows on Sunday July 12, 2020, and announced you and the founders were dissolving MassCann.

Lest there be no misunderstanding, this notice is being sent to you via:

1. Certified Mail, Article No. **7019-1640-0001-7609-8364**. You can track delivery via the U.S. Post Office app.
2. United States First Class Mail, Postage prepaid.
3. By email to your MassCann email address of president@masscann.org.

For full transparency the letter is being posted on MassCann's web site and a link to the letter is being posted to MassCann's Facebook page.

To alert you to the delivery of this letter we have sent a text with the link to this letter to:

4. Your Facebook account via Facebook messenger
5. Your cell phone number [REDACTED]
6. The MassCann cell phone in your possession, number (781) 944-2266

Respectfully,

The Board of Directors

Massachusetts Cannabis Reform Coalition