



Patrick C Mahaffey

Alias Mr Patrick Mahaffey
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Introduction

Each journey begins with one step. This step was taken by General Member Brenda Duncan (Election Chair) on 11/19/20. Frankly, she took a lot of steps that night as she helped wrap up the Club's Annual Elections and THE step is lost to time.

The Election results were much as expected. Riddle won the Vice President slot running unopposed. Haley won the Secretary's by a nearly 2 to 1 margin. Cornell and Lamb had comfortable margins in their BOD races. The only close race was Scott Hixon's BOD seat, which he won by a margin of 2 votes over Alyssa Geraci.

President Frontera chose this moment to cite BOD Members Conrad, Maple, Burns and Blumberg along with General Member Dan O'Carroll for individual disciplinary infractions that allegedly each included violations of the Ohio Revised Code. Brenda also stated that certain of the above noted individuals had interfered with the Club's election process.

These Club Members were each asked to immediately turn in their member badge and key(s) pending a Disciplinary Committee hearing. It was also pointed out to them that Frontera had asked a Pickaway County Sheriff's Deputy be on the Club grounds during the meeting.

Violations of Club Policy and Procedures? The Ohio Revised Code? A Sheriff's Deputy? Wow, that fell apart fast. Tempers flared. Folks squared off for some impolite "conversations."

Brenda found herself confronted by Conrad, Maple and Burns. Lots of shouting, finger pointing and invasion of her personal space by males who should have known better. As Board members, they also should have been familiar with **Club Rule VII Harassment** (Page 13 of Policy and Procedures.). There are 5 components to the rule. Suffice it to say, Conrad, Maple and Lamb appear to have tagged all the bases, including, ultimately, the prohibition against retaliation.

You'll notice both sides of the Club tried to follow Our Policy and Procedures until the March 18, 2021, BOD Meeting where the BOD group comprised of Lamb, Haley, Mahaffey, Byard, Riddle, Maple and Conrad begin forging their own (twisted) path of fraud, dishonesty and

conspiracy, ultimately leading to the loss to the Club of an estimated \$140,000.00 through the efforts of these individuals.

Brenda, for her part, filed subsequent harassment complaints with the Pickaway County Sheriff's Department and the U.S. EEOC.

01/21/21 BOD Meeting. BOD Attendance: Frontera, Riddle, Byard (E), Mahaffey, Haley, Cornell, Conrad (A), Lamb, Blumberg, Burns (A), Alan (E), Maple (A). (A= Absent, E= Excused). Unfinished business. Directed entirely at the Disciplinary Committee. Only a verbal or written warning may be issued by a majority vote of the Board of Directors. Any discipline beyond verbal and written warnings must follow the disciplinary process outlined in the Club's Policy and Procedures. Therefore, Scott Hixon (not listed as a BOD Member) moved and Cornell seconded that a disciplinary committee be formed. Frontera presented to Haley an incomplete set of Disciplinary Letters to include in the Meeting Minutes.

Included in the list for Disciplinary Committee review was Haley, Byard, Lamb, Blumberg, Conrad, Burns and Maple. Also, General Member Dan O'Carroll.

01/21/21 Members' Meeting. BOD Attendance: Frontera, Riddle, Byard (E), Mahaffey, Haley, Cornell, Conrad (A), Lamb, Blumberg, Burns (A), Alan (E). Of particular note, Maple was no longer listed as a BOD Member, but Scott Hixon was listed as "New BOD Member."

Hixon asked if the President (Frontera) was going to appoint the **Disciplinary Committee** per Policies & Procedures. The following were appointed: **General Members 3 (Drawn from a hat of 6 volunteers)** - Brubach, Sorrel, Angela Hixon; **BOD Members 4 volunteers-** Scott Hixon, Cornell, Mahaffey, Riddle. The meeting was scheduled for February 20, 2021 at 10:00 AM.

The Disciplinary Committee met and acted on February 20 2021. The following actions were taken. Burns may renew his membership but is not allowed to hold office at any time in the future. Maple was suspended from the Club for one year but he may renew his membership after sending a letter of apology to Brenda Duncan. Maple is not allowed to hold office at any time in the future. Conrad has been suspended from

the Club for a period of three years. Conrad is not allowed to hold office at any time in the future.

02/25/21 BOD Meeting. BOD Attendance: Frontera, Riddle, Byard (E), Mahaffey, Haley, Cornell, Conrad (A), Lamb, Blumberg, Scott Hixon, Alan (E), Maple (A). Note that Burns has been removed from the Board, Scott Hixon moved into his slot and Maple re-added as Immediate Past President.

Maple did send a letter to Brenda Duncan, but it was rejected by her because it was not an apology. One year suspension is in effect.

No action was taken against the following members: Byard, Haley, Lamb, Michael and Karen Blumberg.

There was a question by Haley that asked Frontera to provide the appropriate Disciplinary Letters.

02/25/21 Members' Meeting. BOD Attendance: Frontera, Riddle, Byard (E), Mahaffey, Haley, Cornell, Lamb, Scott Hixon, Alan (E). Note that Burns has been removed from the Board, Scott Hixon moved into his slot.

In "Other Business" it was noted that there is an open slot to fill the seat of Conrad on the BOD. Nominations will also be open at the March Members' Meeting and the election will take place at the April Members' Meeting, Nominations were accepted for Brenda Duncan and Alyssa Geraci.

03/18/21. BOD Meeting. BOD Attendance: Frontera, Riddle, Byard, Mahaffey, Haley, Cornell, Conrad (A), Lamb, Blumberg, Scott Hixon, Alan, Maple (A). Note that Burns, Conrad and Maple have been removed from the Board, Scott Hixon moved into Burns slot. BOD election for one vacant Board seats (Conrad) remains incomplete.

The previous minutes were amended to say that those who were disciplined cannot hold an ELECTED or APPOINTED office again. Our Policy and Procedures give the members a chance to appeal the decision. Conrad and Maple chose not to appeal the decision.

Frontera questioned the comment about Disciplinary Letters, but assured Haley he would provide her with the appropriate letters.

There was a long discussion about Policy and Procedures as well as the Club's Constitution. The discussion revolved around whether the documents were being appropriately followed. Frontera stated repeatedly that he would be bringing this matter to the attention of the Ohio Attorney General. To the best of my knowledge, he never did.

Motion One. Sealed Motion, presented by Mahaffey, seconded by Riddle. "Since the BOD is the governing body of PCSI, each Director and each Officer has only one vote and as such cannot make operational decisions without approval by a majority vote in the presence of a quorum." Passed. 6-4.

I am unconvinced that, as passed, it does anything except require every action of an Officer or Board Member to be voted on as described in the motion. A nonsensical prescription for gridlock.

Motion Two. Presented by Riddle. Seconded by Mahaffey. "That the past actions and findings of the February Disciplinary Committee be declared and accepted null and void, and that Jason Conrad, John Maple and Bob Burns are members in good standing and that Jason Conrad and John Maple retain their positions on the Board. The Motion results from the President (Frontera) not following proper policy and procedure as stated in the PCSI Policy and Procedures manual." PASSED. 5 Yes, 4 No, 1 Abstain. (By Roberts Rules of Order, the voted was a 5 to 5 TIE. If the vote is TIED than it is deemed FAILED.)

There is no provision in the Club's Policy and Procedures manual for the results of the Discipline Committee or the Appeals Committee to be overruled by the BOD.

Motion Three. Presented by Mahaffey, seconded by Haley. "That the BOD hire an attorney with a specialty in the practice of business law for legal counsel for PCSI, and that we retain Farthing & Steward LLP Law Offices in Circleville, Ohio for \$2,500.00."

Amended Motion. "Seek proposals and bids from at least 3 law firms:" Passed. 7-3.

BOD Meeting is adjourned and we start the General Members Meeting.

03/18/21 Members' Meeting. BOD Attendance: Frontera, Riddle, Byard, Mahaffey, Haley, Cornell, Conrad (A), Lamb, Blumberg, Hixon, Alan, Maple (A).

Motion by Angela Hixon "that the General Membership vote on the **REMOVAL** of Pat Mahaffey, Sue Haley, Gordon Riddle, and Michael Blumberg from the Board of Directors for the betterment of PCSI. The motion was seconded by Rick Lear. Mike Lyons quoted parliamentary procedures that this will be considered a VOTE OF NO CONFIDENCE through Roberts Rules of Orders." Discussion ensued. It was very heated. The motion was tabled until the next General Members meeting.

"Brenda Duncan made it known that she is greatly disappointed in the Board's actions."

04/15/21 Members' Meeting. A motion was made and voted on to have the General Members Meeting before the BOD meeting. Several Members complained that the BOD meetings were over two hours long and wanted to just have the General Meeting first so they could go home. Motion PASSED. A Motion was made to hire an Attorney to help the Club get past our current BOD issues. Motion PASSED with no "NO" votes sounded. DeBrosse hired as Club attorney. Club President Frontera called for everyone to take two steps back and let the Attorney, DeBrosse come in and help.

Meeting adjourned.

04/15/21 BOD Meeting: BOD meeting did not happen. Not enough Board members stayed around to have a quorum.

05/06/21 "Closed Door Off Site BOD Meeting". Board Members present: Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad). Or, "a funny thing happened on the way to the Quorum."

Article V, Section III of the PCSI Constitution states "Six (6) members of the Board of Directors in good standing shall constitute a quorum for a Board of Directors meeting. Motions shall require a minimum of five (5) yes votes to pass." Instead of canceling the meeting, since only 5 BOD members in good standing were present, Lamb, Haley, Mahaffey, Byard and Riddle, ignored the PCSI Constitution, "reinstated" Maple and Conrad as both members in good standing and BOD members and operated as if these actions *were not* extra-Constitutional.

As you may recall, Maple and Conrad were removed from the BOD and barred from ever again holding elective or appointed office in PCSI. In addition, Maple's Club membership was suspended for one year (his letter of apology to Brenda Duncan was deemed insufficient) and Conrad's membership for three years. These actions were taken as a result of the BOD forming a Discipline Committee to review violations of Policy and Procedures VIII Harassment (directed at Brenda Duncan) as called for by the Club's Policy and Procedures and in accordance with the Committee's decisions. As a result, BOD Meetings and Executive Committees Meetings from May 6, 2021, until after Judge Knece ORDERED (on August 12, 2021) "The Board of Directors currently consists of Gordon Riddle, Gary Byard, Patrick Mahaffey, Sue Haley, Jason Conrad, Allen Lamb and John Maple shall constitute the "Board of Directors" with all authority to operate the business of PCSI including...and accessing the PCSI financial accounts including those at The Savings Bank..." were not valid.

To provide the most favorable position possible for Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad). I am reporting as if the Club's Constitution supported their actions for Maple and Conrad. ***It did not. In addition, until August 12, 2021, they were unable to convene a legitimate PCSI BOD or Executive Committee meeting.***

Article V Section III also provides the following: "Ten (10) members (including 3 members of the Board of Directors) in good standing shall constitute a quorum for a general meeting." In simplest terms, the Members' (general) Meetings were composed of legitimate quorums, unlike the above noted BOD or Executive Committee meetings.

Item 1. The BOD canceled the hiring of the DeBrosse Law Firm which had been approved by a vote of the members at the last General Members' Meeting. **Violates Policy and Procedures.**

Item 2. Mahaffey selected Patrick Pickett of the Law Firm Isaac Wiles to serve as the Club's primary counsel. In addition, "The PCSI Treasurer (Mahaffey) will add a budget (for the remainder of the year} to the PCSI Budget of \$2,500." It should be noted that bills paid to Isaac Wiles amounted to \$53,678.19, prior to year-end and that invoices for October, November and December, 2021 are unknown at this point as are amounts allegedly due for January and February, 2022. **Violates Policy and Procedures. Fraudulent Payments and Reporting.**

Item 3. Riddle was directed to sign the contract with Isaac Wiles and server as the Club's agent.

Item 4. Removal of Frontera by Board action. "Membership revocation in the Board's judgement is in the best interest and orderly operation of PCSI." **Violates Policy and Procedures.**

Item 5. Removal of Brenda Duncan by Board action. "Membership revocation in the Board's judgement is in the best interest and orderly operation of PCSI." Note that the actions of the Board in Items 3 and 4 are not in compliance with the Club's Policy and Procedures which require the forming of a Disciplinary Committee. **Violates Policy and Procedures.**

Item 6. Maple replaces Lyons as communications coordinator.

Item 7. Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad) voted to cancel all pending election procedures to fill Conrad's open seat. **Violates Policy and Procedures.**

Item 8. Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad) approve the sending of individual letters to Frontera and Brenda Duncan, by Isaac Wiles, regarding the respective actions of item 4 and 5. **Violates Policy and Procedures.**

05/20/2021. Members' Meeting. Fifty three members in good standing (including 3 BOD members, Cornell, Hixon and Alan.) were in attendance, far exceeding the members necessary for a quorum.

The Tabled Motion from 03/18/21 General Members Meeting was a "Vote of No Confidence" for Riddle, Haley, Blumberg and Mahaffey. Discussion included BOD Meeting on 05/06/21.

Amended the Motion to also remove Alan, Hixon, Byard, Cornell, Frontera and Lamb. Motion was further amended to just remove Frontera. Amended Motion FAILED 51-2.

Original Motion PASSED 51-2.

Motion to recognize Frontera and Brenda Duncan as members in good standing, Motion passed.

The failure of Mahaffey to issue a check to retain DeBrosse as directed by vote of the Members at the 04/15/21 Members' Meeting. Motion to issue a retainer check to DeBrosse. Motion PASSED unanimously. (The Club never followed up on this.)

Motion to remove Riddle and Mahaffey from all bank accounts. Motion PASSED. The club properly removed Riddle and Mahaffey from The Savings Bank account three days later on 05/24/21. With the assistance of The Savings Banks EVP Jessica Mullens. See additional comments on these transactions below.

Motion of Vote of No Confidence in Byard and Lamb. Motion PASSED

06/17/21 BOD Meeting. Board Members present: Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad).

Two items were noted but not answered: 1) "Bank funds have been frozen." 2) "Members stated concerns about the Club closing. They wanted to know WHO had access to email and WHO made contact with the bank forcing the bank to freeze Club funds?"

Neither question was addressed by the Board although Mahaffey and Riddle personally met with Jessica Mullins (EVP) of The Savings Bank on 05/21/21 (The day after both were removed from the BOD by a Vote of No Confidence by the

Members) to have Mark Frontera removed as an authorized account signer. This action precipitated the freezing of the Club's bank account the following week.

As an aside, the actions of Mahaffey and Riddle have been reviewed by a former United States Attorney for the Southern District of Ohio who stated "I would reach out to the FBI locally and the Ohio Attorney General. The conduct of the two individuals and even potentially the bank... (are) arguably fraudulent conduct which may be chargeable as a crime under the United States Code or the Ohio Revised Code..." This assessment was confirmed in discussions with a retired FBI Agent and by a current Federal law enforcement executive who, before I could complete my description of the actions of Mahaffey and Riddle exclaimed "That's a Federal felony."

Mahaffey brought up during the meeting that "the Club's liability insurance needs to be paid ASAP to prevent the Club from being shut down." Mahaffey offered to pay for it with his personal credit card and be reimbursed when the Club again had access to its bank account.

The motion passed unanimously.

In retrospect, this policy had a D&O rider that was never discussed by the BOD either in this meeting or the Members' Meeting that followed. The Board instead chose to add an additional \$1,000,000 of BI/PD coverage over and above the \$1,000,000 included in the base policy.

Another motion was unanimously passed that Mike Lyons return all Club membership forms, paper and digital data to Patrick Pickett at Isaac Wiles. (Lyons was never notified about this decision.)

The last item to pass was a motion that approved the payment of \$10,000 in legal fees to Isaac Wiles. There was also a separate written motion documenting this action and it was individually signed by the seven board members. **Violates Policy and Procedures.**

I note here that I dispute the discussion of this payment during the course of the Board meeting and the recording of it in the Board minutes. Neither I, nor any other non-board members I have asked, have any recollection of its discussion or approval.

06/17/21 Members' Meeting. Nothing of note in the minutes. There was however a discussion of the fact that the bank account had been frozen by the

bank. Mahaffey also stated that he would use his personal credit card to pay the liability insurance premium with the expectation that he would be repaid by the Club when the bank unfroze the account.

He emphasized that the Club had no available cash for bill payment (except for minor recurring ACH payments) until the bank released our frozen account. Per Mahaffey, none of the Edward Jones funds were available. When asked, he stated that the Club had about \$65,000 at the bank and around \$195,000 at Edward Jones for a total of about \$260,000. All amounts currently unavailable.

There of course was NO mention of the approval of a \$10,000 payment for Isaac Wiles from Edward Jones. **Violates Policy and Procedures. Dishonest acts or actions.**

06/30/21. Check #1001 for Isaac Wiles in the amount of \$10,000 clears the Club's Edward Jones account. **Violates Policy and Procedures. Dishonest acts or actions.**

07/14/21. Executive Session of the BOD. Also known as the quintessential CYA meeting. Board members present: Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad.)

Motion #1. Riddle presents law firm suggestion for litigation. Per the minutes, there was no discussion and no budget presented. Passed 7-0. **Violates Policy and Procedures.**

Motion #2. No indication in the minutes of what it was. Passed 7-0. **Violates Policy and Procedures.**

Motion #3. No indication in the minutes of what it was. Passed 7-0. **Violates Policy and Procedures. Incomplete Minutes.**

Motion #4. Motion to have BOD Meetings first Thursday of the month. Members' meetings the third Thursday of the month. Passed 7-0. (This PASSED Motion needed to go back to a General Members meeting to be voted on and ratified by the Members. This was never done.) **Violates our Constitution.**

Motion #5. Remove BOD members for unexcused absences (Cornell and Hixon - 4 each). Passed 7-0. **Violates Policy and Procedures.**

Motion #6. Remove BOD member for unexcused absences (Alan - 3). Passed 7-0. **Violates Policy and Procedures.**

Motion #7. Formation of a disciplinary committee for Lyons, Hixon, Cornell and Alan. Passed 7-0.

Motion #8. Additional payment to Isaac Wiles of up to \$10,000. There was also a separate written motion individually signed by the seven board members. **Violates Policy and Procedures. Dishonest acts or actions.**

Secretary's Certificate. 1st. Corporation pursue litigation against defendants who have, among other things, taken control of the Corporations real and personal assets, including its bank accounts. Passed 7-0. Note that practical control of Club bank accounts resided with Lamb, Haley, Mahaffey, Byard and Riddle (Maple and Conrad.) **not the defendants. Violates Policy and Procedures. Fraudulent.**

2nd. If defendants named as parties to lawsuit assert claims against or otherwise any claims against the directors voting in favor of the motion...that the Corporation to the fullest extent permitted as a fact of law indemnify and defend such Directors and officers... Passed 7-0. **Violates Policy and Procedures.**

Note however, that this only protects Directors and Officers for actions brought by the defendants. (Frontera, Cornell, Hixon, Alan and Lyons).

07/15/21. BOD Meeting. Board members present: Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad.)

The Treasurer's report omitted the \$10,000 paid to Isaac Wiles on 06/30/21, along with the additional up to \$10,000 approved for Isaac Wiles at the prior day's Executive Committee meeting. It also excluded \$7,322.90 of checks written and direct payments made, including \$1,226.55 to Maple (Club expenses) and \$2,750 to Mahaffey (Club liability insurance). **Violates Policy and Procedures. Fraudulent Reporting.**

Further, the Edward Jones account balance was reported as \$195,456.43. This was actually the account balance approximately three weeks before on 06/25/21. **Violates Policy and Procedures. Fraudulent Reporting.**

It is difficult to believe reporting this amount is an innocent error. On a cash basis, the account balance was \$182,110.08. This difference would have put all Club

members present on notice that significant amounts had been paid from the Edward Jones account. It would also have alerted members to the engagement of a law firm and perhaps of the soon to be pending litigation. **Violates Policy and Procedures. Fraudulent Reporting.**

07/15/21. Members' Meeting. Nothing of importance. Most, if not all, members that attended the BOD Meeting also attended the following Members' Meeting. Therefore, the meeting was uneventful, lasting only seven minutes.

08/05/21. BOD Meeting. BOD members present: Lamb, Haley, Mahaffey, Byard and Riddle. (Maple and Conrad.)

There was a motion to pay bills of \$206.17, described as routine expense.

Omitted from the minutes is an Isaac Wiles invoice for \$18,398.19. **Violates Policy and Procedures. Fraudulent Reporting.**

Also omitted from the minutes was the Edward Jones balance of \$179,322.90. A further reduction in this balance that would have again given members notice that the Club had access to funds and was spending them for unknown purposes. **Violates Policy and Procedures. Fraudulent Reporting.**

08/12/21. Judge Randall P. Knece in Case No.: Granted PCSI's Motion for Temporary Restraining Order and ORDERED "The Board of Directors currently consists of Gordon Riddle, Gary Byard, Patrick Mahaffey, Sue Haley, Jason Conrad, Allen Lamb and John Maple shall constitute the "Board of Directors" with all authority to operate the business of PCSI including...and accessing the PCSI financial accounts including those at The Savings Bank..."

The Order was originally effective for 14 days, but continues to be extended.

There was one hearing on the case on September 13, 2021, after which point both parties agreed to a continuance pending the outcome of Club elections scheduled in October and November 2021. In total, eight Board seats were available. All seats were won by members who did not support the BOD appointed by Judge Knece.,

Paragraph 70 of the Revised Pleadings states "PCS has been damaged financially in that it has been unable to timely pay its obligations... Only through the actions of individual members using their personal funds has PCS been able to keep scheduling public events and the grounds and ranges open for operations."

Further, "I, Patrick C. Mahaffey, hereby verify that the foregoing allegations are true to the best of my knowledge." /s/ Patrick C. Mahaffey. "Duly sworn before me by Patrick C. Mahaffey on the 24th of August 2021." /s/ Tanya M. Taylor.

Mahaffey failed to note that \$23,346.35 of Club expenses had already been paid directly from the Edward Jones accounts...in direct contradiction of his sworn statement to the court. **Violates Policy and Procedures. Dishonest acts or actions.**

08/19/21. Members' Meeting. No Treasurer's report was available. **Violates Policy and Procedures.**

09/02/21. BOD Meeting. BOD members present: Maple, Lamb, Conrad, Haley, Mahaffey, Byard and Riddle.

The Treasurer's Report showed income of \$235.00 (club matches), expenses of \$327.59 and unpaid past due bills of \$1,035.97. Omitted from the Treasurer's Report was a \$10,000.00 payment to Isaac Wiles through Edward Jones that cleared on 08/24/21 and one to Patrick Mahaffey for \$598.46 that cleared on 08/25/21. **Violates Policy and Procedures. Fraudulent Reporting.**

Unfinished business. Letters were sent to our corporate attorneys. A motion was made by Riddle (2nd Haley) that the 28 people whose names are on the executed document are no longer in good standing with PCSI until the Board has an opportunity to talk to them regarding their interest in the Club. Passed 7-0. **Violates Policy and Procedures.**

There was another surreptitious voucher to pay Isaac Jones another \$10,000.00 in legal fees. Again, it was individually signed by all 7 BOD members. **Violates Policy and Procedures. Dishonest acts or actions.**

09/16/21. Members' Meeting. Treasurer's Report. Income reported did not agree with the amount reported in the BOD Meeting and expense reporting was deferred until the next meeting. There was no disclosure of payments from the Edward Jones account or to Isaac Wiles. **Violates Policy and Procedures. Fraudulent Reporting.**

Todd Brooks requested that the Treasurer share financial statements for the months March 2021 until the present at the next meeting.

10/07/21. BOD Meeting. BOD members present: Maple, Lamb, Conrad, Haley, Mahaffey, Byard and Riddle.

Sept. **Oct.**

Treasurer's Report

Income	0	\$1,496.00
Expenses	\$1,038.89	\$ 387.45

Note that the September amounts reported in September were Income \$235.00 and Expenses \$1,353.56. **Violates Policy and Procedures.**

New business was a bond exclusively for Mahaffey at no costs to the club. Passed 7-0.

The BOD authorized a transfer of \$8,500.00 to new accounts at PNC bank from the Edward Jones account. There were no accompanying BOD resolutions.

A 09/30/21 Income Statement was presented. Since it failed to record any amounts paid or accrued to Isaac Wiles, it was materially in error. **Violates Policy and Procedures. Fraudulent Reporting.**

10/07/21. Executive Session of the BOD.

The BOD acknowledged to themselves, that they had to date spent about \$48,000.00 on Isaac Wiles, but have only paid \$20,000.00, authorized another \$10,000.00 and owe an additional \$18,000.00. The BOD agreed to pay the attorneys by unanimous consent. **Violates Policy and Procedures.**

10/21/21. Members' Meeting. The minutes were taken by Haley, the Club's Secretary. According to her Minutes, the only item worthy of mention during the meeting was the Treasurer's Report which showed income of \$1,916.00 and expenses of \$191.64.

Actually however, the BOD continued to tell members that the Club had no funds available to pay bills except for the aforementioned ACH transactions and use of Mahaffey's personal credit card. A member asked Mahaffey what the balance was in the Edward Jones accounts. He said that he couldn't say exactly because the accounts were subject to small market fluctuations. The member repeated the question and received the same answer, again and again. Asked yet again, even more directly and forcefully, Mahaffey admitted that the Club had withdrawn about \$20,000 from the Edward Jones accounts to pay legal bills and that the Club had

another legal invoice to be paid of about \$10,000. As is obvious from the immediately preceding section, Mahaffey's "attempt at candor" fell about \$18,000 short. **Violates Policy and Procedures. Fraudulent Reporting.**

The membership erupted. The same point "you've been lying to us you crooks" was made in a variety of styles from profound to profane.

10/28/21. BOD Elections. The following Members were elected to the BOD: Lyons, Brubach, Burke. Their BOD memberships become effective immediately.

11/04/21. BOD Meeting. BOD members present: Maple, Lamb, Conrad, Mahaffey, Byard and Riddle (existing BOD) and Lyons, Brubach, Burke (New members).

Old Business. Mahaffey reported that the bond he had sought now had a premium of \$326.03 but that there was no point in pursuing it until the elections were completed.

A Balance Sheet was presented, but it was incorrect on its face. It failed to account for accounts payable, accrued expenses and prepaid insurance. There also was no liability for unearned membership fees. **Violates Policy and Procedures. Fraudulent Reporting.**

There were no Minutes recorded about the uproar created in the 10/21/21 Members' meeting regarding legal fees, use of the Edward Jones account or the Club's true financial situation. **Violates Policy and Procedures. Fraudulent Reporting.**

11/18/21. Members' Meeting. After additional prodding, the Treasurer admitted legal bills received to date totaled about \$50,000. When asked what additional legal fees the club expected, he refused to estimate. Again the members were upset and disappointed, but now with a sense of resignation. **Violates Policy and Procedures. Fraudulent Reporting.**

11/18/21. BOD Elections. The following Members were elected to the BOD: Brooks (President), Shirley Lear (Treasurer), Ron Duncan (E. O.), Rick Lear, Stryjewski. Combined with the election results of the 10/28/21 BOD election, the 8 available Board seats were each filled by a candidate not aligned with the BOD put forth by Judge Knece on 08/12/21 of Maple, Lamb, Conrad, Haley, Mahaffey, Byard and Riddle.

Brooks (President), Shirley Lear (Treasurer), Ron Duncan (E. O.), Rick Lear, Stryjewski, will effectively assume their new positions on 01/03/22.

12/02/21. BOD Meeting. No quorum. Meeting rescheduled for 12/09/21. BOD members present: Maple, Lamb, Conrad, Haley, Mahaffey, Byard, Riddle (existing BOD), Lyons, Brubach, Burke (New members).

Individually signed (only by Maple, Lamb, Conrad, Haley, Mahaffey, Byard, Riddle) vouchers for Isaac Wiles for \$18,298.19 (12/02/21) and \$5,280.00 (12/09/21). **Violates Policy and Procedures. Fraudulent Reporting.**

During the meeting, Mahaffey was asked about the apparent fact that each memorandum approving legal fee payments failed to correspond to a published BOD date. This appeared to be an effort to further conceal from Club members that a legal firm had been retained by the Club, appointed by the existing BOD and payments made in spite of the fact that "the Club had no funds available." **Violates Policy and Procedures. Fraudulent Reporting.**

At this point during the meeting, both Mahaffey and Riddle admitted that those payments were intended all along to be concealed from the Club's Members and the dates were chosen with that purpose specifically in mind. All of the other existing BOD members (Maple, Lamb, Conrad, Haley, and Byard) were present at this December 9, 2021 meeting and none of them disputed this accounting of their collective actions. **Violates Policy and Procedures. Dishonest acts or actions.**

SUMMARY

Article IX of the Club's Constitution reads "All Articles and Sections of the Constitution may be further defined and elaborated upon in the Policy and Procedures Manual." Simply put, the Policy and Procedures Manual provides final Club guidance on matters that it addresses.

The Club's Policy and Procedures Manual under "Financial Policies" Section I 4 defines documentation and approval of Expenditures.

- A) Normal Expenditures.
- B) Insufficient Funds.
- C) Expenditures Permitted Without Authorization.
- D) Special Events and Projects.
- E) Officers and Directors.
- F) Work Sessions.
- G) Other Expenditures.

The legal expenditures we are discussing clearly fit within D) "Special Events and Projects." Note that "All purchases must be approved by a majority vote at a regularly scheduled club meeting." It is clear from the context of the Policy and Procedures manual that this reference is directly to Members' meetings.

As noted above, none of these expenditures for legal services from Isaac Wiles meet that requirement.

Maple, Lamb, Conrad, Haley, Mahaffey, Byard, Riddle (existing BOD) conspired to conceal from all other Club Members that they had retained counsel and paid or incurred legal fees and expenses of approximately \$70,000, primarily to remove Mark Frontera from the remaining 7 months of his term as PCSI's President. The subsequent legal filings by Maple, Lamb, Conrad, Haley, Mahaffey, Byard, Riddle (existing BOD) forced Frontera, Hixon, Cornell, Alan and Lyons to retain counsel to protect their rights as officers, Board Members and/or Club members of PCSI. Their legal fees and expenses are expected to be approximately \$60,000.

Simply put, the fraudulent and dishonest actions of Maple, Lamb, Conrad, Haley, Mahaffey, Byard, Riddle (existing BOD) provided no benefit to PCSI. Rather, they served only to use Club funds to further their vendetta against the duly elected Club President, Frontera, and remove him from his remaining seven months in office. Paradoxically since Maple, Lamb, Conrad, Haley, Mahaffey, Byard, Riddle (existing BOD) had a Board voting advantage of 7-3, they already controlled the Club. Their actions, by their own admissions, were designed and intended to conceal the retention of their legal counsel and the payments of legal fees and expenses from all other club members and deny Club members their rights to approve or disapprove of the expenditures by their votes. Also note that the Club's Policy and Procedures require these types of expenditures be approved by a majority vote of the Club at a regularly scheduled meeting. Again, these required actions were, in a conspiracy among Maple, Lamb, Conrad, Haley, Mahaffey, Byard, Riddle (existing BOD), intentionally ignored on a recurring basis.

Additionally, Lamb, Haley, Mahaffey, Byard and Riddle conspired to re-admit Maple and Conrad to the BOD seats from which they had been properly removed and to lift their membership suspensions. They did this in an unsanctioned (05/06/21) BOD meeting where they also lacked a quorum. In addition, they removed Frontera and Brenda Duncan from the Club without following the extensive Disciplinary Committee procedures required by the Club's Policy and Procedures.

Club Minutes for 2021, recorded primarily by Haley, were incompletely prepared, omitted material information and included improperly prepared Treasurer's Reports

and Financial Statements of which she was well aware. She also failed to make the Club Minutes available to Club members. It should be noted that Maple, Lamb, Conrad, Mahaffey, Byard and Riddle were aware of these situations.

Finally, recall that Mahaffey and Riddle, based on our inquiries may have committed both Federal and Ohio felonies in conjunction with removing Frontera as an authorized signer on the Club's operating account and that Riddle, Mahaffey and Haley signed their attestations in Case # 2021C10107 knowing that this statement was materially in error.

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