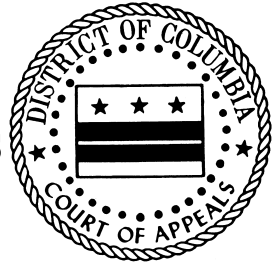


IN THE DISTRICT OF COLUMBIA COURT OF APPEALS



**ZETA PHI BETA SORORITY, INC.,  
INTERNATIONAL EXECUTIVE BOARD, *et al.*,**

Clerk of the Court  
Received 07/22/2022 03:42 PM

*Appellants,*

**v.**

**VALERIE HOLLINGSWORTH-BAKER,**

*Appellee.*

ON APPEAL FROM THE SUPERIOR COURT  
OF THE DISTRICT OF COLUMBIA, CIVIL DIVISION  
(Case No. CAB3737-21)

---

**BRIEF OF APPELLEE**

---

Timothy F. Maloney, Esq.  
Joseph Greenwald and Laake PA  
6404 Ivy Lane, Suite 400  
Greenbelt, Maryland 20770  
(301) 220-2200  
tmaloney@jgllaw.com  
*Counsel for Appellee*

## **LIST OF ALL PARTIES AND COUNSEL**

Valerie Hollingsworth-Baker, Appellee

Zeta Phi Beta Sorority, Inc., International Executive Board, Appellant

Tamara Gordon Manning, Appellant

Chrislyn Turner, Appellant

Ivy K. Arnold, Appellant

La'Kitha B. Hughes, Appellant

Melissa Walton Jones, Appellant

Saniah Johnson, Appellant

Vanessa Elkins-Rogers, Appellant

Tanya T. Lynn Harrison, Appellant

Dr. Taneen Brinson, Appellant

Tanda Lamb, Appellant

LaKeshia Holley Neal, Appellant

Leshan Prat, Appellant

Desire Davis, Appellant

Dr. Mary Breaux Wright, Appellant

Robert P. Floyd, III, Attorney for All Appellants

Timothy F. Maloney, Attorney for Appellee

## TABLE OF CONTENTS

<b>LIST OF ALL PARTY AND COUNSEL</b> .....	ii
<b>TABLE OF CONTENTS</b> .....	iii
<b>TABLE OF AUTHORITIES</b> .....	iv
<b>JURISDICTION</b> .....	1
<b>ISSUES PRESENTED FOR REVIEW</b> .....	1
<b>STATEMENT OF THE CASE</b> .....	1
<b>STATEMENT OF FACTS</b> .....	6
<b>STANDARD OF REVIEW</b> .....	13
<b>SUMMARY OF ARGUMENT</b> .....	14
<b>ARGUMENT</b> .....	16
I. The trial court’s order is sufficiently supported by the record.....	16
II. Appellants’ cannot impose a suspension in accordance with Zeta Bylaws .....	19
III. The trial court’s order enforced the vote of Zeta’s member.....	21
<b>CONCLUSION</b> .....	23

## TABLE OF AUTHORITIES

### **CASES**

<i>Don't Tear It Down, Inc. v. District of Columbia</i> , 395 A.2d 388, 390–91 (1978). .....	14
<i>Bronner v. Duggan</i> , 249 F. Supp. 3d 27, 51 (2017) .....	21, 21
<i>Johnson v. United States</i> , 398 A.2d 354, 363 (1979) .....	14
<i>McCallum v. McCallum</i> , 256 A.2d 911, 912 (1969) .....	13
<i>Ramirez v. Salvaterra</i> , 232 A.3d 169, 184 (2020) .....	16
<i>Wieck v. Sterenbuch</i> , 350 A.2d 384, 387 (1976) .....	14, 17

### **D.C. CODE**

D.C. Code § 11-721(a)(2)(A).....	1
D.C. Nonprofit Corporation Act of 2010, D.C. Code § 29-404.21 <i>et seq.</i> .....	<i>passim</i>

## **JURISDICTION**

The Court of Appeals has jurisdiction over this matter pursuant to D.C. Code § 11-721(a)(2)(A).

## **ISSUES PRESENTED FOR REVIEW**

Did the Superior Court properly enjoin Appellants from disciplining Appellee when Appellants' actions violated the Bylaws of Zeta Phi Beta Sorority, Inc., and ignored the general membership's vote to reinstate Appellee at the August 28, 2021 Special Boulé, in an effort to remove Appellee from office?

## **STATEMENT OF THE CASE**

This case centers on Appellants' repeated efforts to illegally remove Appellee from her position as International Grand Basileus<sup>1</sup> ("Grand Basileus") of Zeta Phi Beta ("Zeta") sorority.<sup>2</sup> Appellee was elected as Grand Basileus in July 2018 and has enjoyed consistently high popularity with the membership. Throughout her term, Appellants, members of the governing body, have repeatedly attempted to subvert Appellee's authority by stripping her of powers expressly granted to her under the Zeta Bylaws. Appellants' usurpation of Appellee's authority under the Bylaws began after Appellee initiated an investigation into

---

<sup>1</sup> International Grand Basileus is the international President of the sorority.

<sup>2</sup> Zeta Phi Beta is a sorority founded in 1920 at Howard University. Zeta Phi Beta, Inc. is the sorority's corporate entity, which operates under corporate bylaws.

credible reports Appellant Michelle Porter was misappropriating Zeta Funds. App., Vol. I at 489.

Appellants then hired McFadden Davis, LLS to perform an investigation into Appellee for alleged “unprofessionalism.” App., Vol I at 494. The full findings of this investigation have never been made available to Appellee or the membership. Appellants relied on the investigation’s findings as a pretext to remove Appellee from office. Appellants could not obtain a quorum and were unable to remove Appellee. Instead, Appellants suspended her, in violation of Zeta bylaws. *Id.* at 126 (stating only the Grand Basileus can suspend members).

The Bylaws make it clear that “the International Executive Board may *recommend removal or suspension* of any officer for just cause and proof thereof” *Id.* at 106, Art. XV, § 2(b). The Zeta Delegation of Authority Matrix further confirms this. *Id.* at 126 (stating that the IEB has only the authority to recommend suspension.). The Grand Basileus is the only individual who can impose such a discipline. *Id.* at 106, Art. XV, § 2(b); *see id.* at 497, n.2 (explaining that “under the sorority’s policies...only the International Grand Basileus may impose a suspension on members and chapters...a suspension recommendation could not be effectuated unless the President decided to impose and sign off on her own suspension.”).

The national membership of Zeta became aware of Appellants' efforts to remove Appellee and grew concerned. In response to Appellants' actions, 33 of Zeta's chapters voted to hold a Special Boulé,<sup>3</sup> in accordance with Zeta Bylaws and D.C. Code, which states

[a] membership corporation shall hold a special meeting of members:  
(1) At the call of its board of directors or the persons authorized to do so by the articles of incorporation or bylaws.

D.C. Code § 29–405.02(a). App., Vol. I at 145; *id.* at 104, Art. XII, § 1 (enabling the calling of a Special Boulé upon the vote of 25 chapters).

The Special Boulé was scheduled for August 28, 2021 in New Orleans, Louisiana, with both in-person and remote participation. Rather than participate in the lawfully organized Special Boulé, Appellants sent cease and desist letters to multiple chapters. *Id.* at 470–71. The letters threatened the chapters with disciplinary action if they chose to exercise their rights under Article XII, Section 1 of Zeta Bylaws, enabling members to call and hold a Special Boulé. *Id.*; *Id.* at 104, Art. XII, § 1. These letters were in open violation of the Zeta Delegation of Authority Matrix, which allows only the Grand Basileus to send cease and desist letters. *Id.* at 126.

---

<sup>3</sup> A Boulé is a meeting of the entire Zeta body. A Grand Boulé is typically held every two years but can be called upon the request of 25 chapters. App., Vol. I at 104, Art. XII, § 1.

Appellants then filed a Petition in the 19th Judicial District Court for the Parish of East Baton Rouge, Louisiana in a last-minute attempt to stop the Special Boulé. Appellants were granted a 10-day temporary restraining order but were denied permanent injunctive relief on August 27, 2021. *Id.* at 475–77. After further review of the issues, the court declared that Zeta “is no longer enjoined from planning, hosting or otherwise holding the Special Boulé of Zeta Phi Beta that is currently convened for August 28, 2021.” *Id.*

Despite Appellants’ threats and legal action, the Zeta membership did not waiver in their attendance or support of the Appellee. Over 2,500 members of Zeta attended the August 28, 2021 Special Boulé via Zoom.<sup>4</sup> A quorum was established before voting on two proposed measure:

(a) that the International Executive Board be instructed to immediately reinstate all rights, privileges and responsibilities as outlined in the Constitution & Bylaws and any other governing document related to the position of International Grand Basileus; and (b) that the International Grand Basileus ensure that all reimbursements and payments for any financial expenses incurred in connection with this Boulé be paid within the next thirty days and that all steps be taken to ensure that this directive is completed.

*Id.* at 21. By a 2 to 1 margin, the members voted to reinstate Appellee to her position as Grand Basileus.

---

<sup>4</sup> Appellee was not able to participate until she was reinstated by the members.

Appellants then sent Appellee a cease and desist letter on September 10, 2021. App., Vol. I at 498–99. The letter incorrectly stated that Appellee was on probation and ordered her to refrain from performing any official duties. *Id.* The letter was a clear attempt to usurp Appellee’s authority in violation of both Zeta bylaws, and the express vote of the membership at the August 28, 2021 Special Boulé.

On September 26, 2021, Appellants’ held their own Special Boulé. At that meeting, members who supported Appellee were not recognized or allowed to participate. App., Vol I at 21. Anyone associated with the August 28, 2021 Special Boulé was not able to make a point of order, ask a question or make a motion. *Id.* Appellee was not allowed to speak despite her reinstatement as Grand Basileus, and multiple motions from her legal counsel requesting that she be allowed to address the Special Boulé. *Id.* at 22.

On October 19, 2021 Appellant Saniah Johnson, the Phylacter (Zeta’s Parliamentarian), convened an unauthorized Constitution and Bylaws Committee to revise Zeta Phi Beta’s international bylaws. *Id.* at 506. The committee was convened after both the August 28, 2021 Special Boulé and the September 26, 2021 Special Boulé, in violation of Zeta Bylaws. *Id.* at 87 (stating that any proposed changes shall be sent to the IEB at least *sixty days prior* to the opening of a Grand Boulé).The proposed amendments effectively stripped Appellee of all

authority. *Id.* at 507–516. The divested authority would be placed in the hands of the International Executive Board (“IEB”). *Id.*

Appellee initiated this action in the Superior Court after it became clear that Appellants’ fraudulent attempts to remove Appellee from office would not stop. Appellee requested declaratory judgment and alleged three separate counts for violation of the D.C. Nonprofit Corporation Act of 2010, D.C. Code § 29-404.21 *et seq.* *Id.* at 26–30.

After extensive briefing and oral argument, the Superior Court entered a preliminary injunction that: prohibited Appellants’ from taking further disciplinary actions, lifted Appellee’s probation, in accordance with the vote taken at the August 28, 2021 Special Boulé, and ordered Appellants to adopt the measures passed at the August 28, 2021 Special Boulé. App., Vol. III at 1345.

The trial court’s decision properly enforced the organization’s governing documents. This Court should confirm the trial court’s granting of injunctive relief on behalf of Appellee.

### **STATEMENT OF FACTS**

1. Appellee was elected as Grand Basileus of Zeta in 2018. App., Vol. I at 13.
2. Appellee initiated an investigation into Appellant Michelle Porter Newman for misappropriation of funds in summer 2020. *Id.* at 489–92.

3. At an IEB meeting in August 25, 2020, Ms. Newman became visibly upset and pledged to take down other members of the IEB, including Appellee. *Id.* at 14.

4. In September of 2020, the IEB hired McFadden Davis, LLC to perform an investigation into Appellee after several alleged incidents of unprofessionalism. *Id.* at 493–97.

5. McFadden Davis’ sole point of contact was Appellant, Dr. Mary B. Wright, a longtime opponent of Appellee and supporter of Ms. Norman. *Id.* at 16.

6. McFadden Davis concluded their investigation and initially recommended discipline that did not include removal of Appellee from her position. *Id.* at 16.

7. After speaking with Dr. Wright, McFadden Davis’ submitted findings that recommended removal pursuant to Dr. Wright’s request. *Id.* at 16.

8. However, even in the final executive summary, McFadden Davis states that “suspension for a period of time would be an appropriate disciplinary measure.” *Id.* at 497, n.2.

9. Appellee has not seen the full report created by McFadden Davis.

10. On March 15, 2021, the IEB suspended Standard Operating Procedure (“SOP”) Rule 3.2 to unilaterally alter the Complaint and Discipline Policy. *See*

App., Vol. II at 560 (stating that an executive meeting was held where SOP Rule 3.2 was suspended).

11. SOP Rule 3.2 requires the Grand Basileus' participation in any policy changes. App., Vol. I at 256.

12. SOP Rule 3.2 also requires the involvement of Zeta's legal department for any policy change. *Id.*

13. On March 25, 2021, the IEB held a hearing to determine whether to remove Appellee from her position as Grand Basileus. App., Vol. II at 568–69.

14. The IEB did not remove Appellee. *Id.*

15. Numerous chapters grew concerned over the IEB's actions. App., Vol. I at 145.

16. 33 chapters requested to hold a Special Boulé, in accordance with Article XII, Section 1 of Zeta's bylaws which states: "[t]he Boulé is held every two (2) years unless the International Executive Board calls for an emergency meeting or receives requests from twenty-five (25) financial chapters." *Id.* at 145 (listing all 33 chapters that requested a Special Boulé.)

17. This was the first Special Boulé in the sorority's history. *Id.* at 17.

18. In response to the request, Appellee appointed Dr. Barbara W. Carpenter, a member and former International President of Zeta, to Chair the Special Boulé Planning Committee on May 10, 2022. *See id.* at 197 (explaining

that Dr. Carpenter was appointed as chair of the Special Boulé Planning Committee).

19. Dr. Barbara W. Carpenter, and the Special Boulé Planning Committee, called a Special Boulé for August 28, 2021. *Id.* at 193 (stating Dr. Carpenter sent out notice of Special Boulé set for August 28, 2021).

20. Appellants began initiating illegal disciplinary actions against Appellee soon thereafter. *Id.* at 504.

21. On May 13, 2021, Defendants decided to take retaliatory action against Appellee and placed her on probation just three days after she appointed Dr. Carpenter as chair of the Special Boulé Committee. App., Vol. I at 106, Art. XV, § 2(b) (stating that the IEB may only recommend suspension).

22. Also on May 13, 2021, Appellants sent a letter to the members informing them that Appellee was suspended for three months. *Id.* at 504.

23. Appellee's suspension, and letter to the membership, was in plain violation of Zeta Bylaws. *Id.* at 126–27.

24. Appellants also issued numerous cease and desist letters in an attempt to stop the August 28, 2021 Special Boulé. *Id.* at 470–71.

25. These letters threatened disciplinary action for chapters that participated. *Id.*

26. The IEB then scheduled its own Special Boulé for September 26, 2021 and sent registration information to the membership in late July. *Id.* at 464–68.

27. Appellants emailed the entire Zeta membership stating that they would not abide by any measures passed at the August 28, 2021 Special Boulé. *Id.* at 473.

28. Appellants did not have any authority to issue either the cease and desist letters or the email disclaiming the August 28, 2021 Special Boulé. *Id.* at 126–27.

29. On August 13, 2021, Appellee received a cease and desist letter from Appellants demanding that she stop planning the August 28, 2021 Special Boulé. *Id.* at 501.

30. Appellants filed a petition in the 19th Judicial District Court for the Parish of East Baton Rouge, Louisiana on August 13, 2021. *See id.* at 475–479 (reproducing the 19th Judicial District Court’s order).

31. The court ultimately ordered that the August 28, 2021 Special Boulé could go forward. *Id.*

32. Dr. Carpenter proceeded with planning the August 28, 2021 Special Boulé.

33. On August 27, 2021, Parliamentary Associates completed an Investigation Report into Appellants' actions and discipline of Appellee. *Id.* at 188–198.

34. The report determined that Appellants' discipline of Appellee was an overreach of their authority as outlined in Zeta's bylaws. *Id.* at 194.

35. The report also determined that the IEB does not have supreme authority of Zeta, such that it overrides the rights of the Zeta membership. *Id.*

36. On August 28, 2021, a Special Boulé was held virtually in New Orleans, Louisiana. Over 2,500 members of Zeta Phi Beta attended via Zoom. *Id.* at 20.

37. Zeta's members voted on only two matters:

(a) that the International Executive Board be instructed to immediately reinstate all rights, privileges and responsibilities as outlined in the Constitution & Bylaws and any other governing document related to the position of International Grand Basileus; and (b) that the International Grand Basileus ensure that all reimbursements and payments for any financial expenses incurred in connection with this Boulé be paid within the next thirty days and that all steps be taken to ensure that this directive is completed.

*Id.*

38. Zeta's members voted to reinstate Appellee by an overwhelming 2 to 1 margin. *Id.*

39. At this point Appellee was no longer subject to the IEB's unlawfully imposed probation.

40. Appellee then logged on to address the members. *Id.*

41. On September 10, 2021, Appellants sent Appellee another cease and desist letter. *Id.* at 498.

42. Again, Appellants did not have authority to send this letter. *Id.* at 126.

43. On September 26, 2021, Appellants held their own Special Boulé. *Id.* at 463–465.

44. Members who were supporters of Appellee were not recognized by the Chair and were not allowed to participate. *Id.* at 21–23.

45. Anyone who was involved in organizing or hosting the August 28, 2021 Special Boulé was not able to make a point of order, speak, or vote during the meeting. *Id.*

46. Likewise, Appellee was not allowed to participate, speak, or vote during the meeting despite being reinstated to power. *Id.*

47. The members voted on only one matter at the September 26, 2021 Special Boulé, to allow future meetings to occur remotely due to the COVID-19 Pandemic. *Id.*

48. No action was taken to discipline Appellee at the September 26, 2021 Special Boulé. *Id.*

49. On October 19, 2021, the Parliamentarian convened an unauthorized Constitution and Bylaws Committee to revise Zeta's international bylaws. *Id.* at 506.

50. The Parliamentarian sent Zeta membership a draft of all changes on October 27, 2021. *Id.* at 506.

51. This was an attempt to divest Appellee of her authority.

52. The Court entered the preliminary injunction at issue in this matter on January 5, 2022, after extensive briefing and oral argument from counsel. App., Vol. III at 1345.

53. The parties then submitted to binding arbitration to resolve this matter.

### **STANDARD OF REVIEW**

"The granting or denial of a preliminary injunction is discretionary with the trial court. Review on appeal is limited to a determination of 'whether there has been abuse of trial court discretion, clear error, violation of the rules of equity, or improvident granting.'" *McCallum v. McCallum*, 256 A.2d 911, 912 (1969) (quoting *Maas v. United States*, 125 U.S. D.C. App. 251, 371 F.2d 348 (1966)). This Court's role in review is not to resolve the substantive issues between the parties but to:

(1) [examine] the trial court's findings and conclusions to see if they are sufficiently supported by the record; (2) [assure] that the trial

court's analysis reflects a resolution of all the issues which necessarily underlie the issuance of an injunction; and (3) [inquire] into any other claims of an abuse of discretion by the trial court.

*Don't Tear It Down, Inc. v. District of Columbia*, 395 A.2d 388, 390–91 (1978) (quoting *Wieck v. Sterenbuch*, 350 A.2d 384, 387 (1976)).

Further, an abuse of discretion occurs only when an injunction is “not justified by and clearly against reason and evidence.” *Johnson v. United States*, 398 A.2d 354, 363 (1979). However, “an exercise of discretion may be erroneous but still legal and free from abuse. Judicial discretion will not be reversed unless it appears that it was exercised on grounds, or for reasons, clearly untenable or to an extent clearly unreasonable.” *Id.*

Injunctive relief is proper when the moving party is likely to succeed on the merits, will suffer irreparable harm, and is favored by the balance of convenience and public. *Wieck*, A.2d. at 387. Here, the trial court’s decision was well within its discretion. After extensive briefing and oral argument, the trial court determined that all four factors were satisfied and found that Appellants’ actions required injunctive relief.

### **SUMMARY OF ARGUMENT**

The trial court reviewed the record, briefs of counsel, and heard argument on the merits before entering a preliminary injunction in favor of Appellee. The court expressly determined that “the IEB [] had a contractual duty to the membership to

follow the formal bylaws and adopt all measures taken at the August 28, 2021 meeting.” App., Vol. III at 1345. The court further found that “the Bylaws do not allow the IEB to suspend all rights, responsibilities, and duties of an officer for the remainder of her term.” *Id.* Accordingly,

the IEB’s disciplinary measures would irreparably injure Plaintiff, who wishes to continue her leadership position and pursue reelection. The threat of injury is “imminent and wellfounded.” As the balance of harm weighs in Plaintiff’s favor, the Court hereby issues a preliminary injunction against Defendants prohibiting Defendants from taking further disciplinary action against Plaintiff, lifting Plaintiff’s probation, and ordering Defendants to recognize and adopt the measures passed in the August 28, 2021 special meeting.

*Id.*

The trial court determined that the vote of Zeta membership reinstating Appellee signified their desire to have Appellee lead Zeta as Grand Basileus, unencumbered by Appellants. *Id.* It was also determined that Appellants were likely to impose significant harm on Appellee via further, unwarranted discipline. *Id.* All findings were based on the facts of this matter, the record, and the arguments of counsel. The trial court properly enjoined Appellants’ from continuing their crusade against Appellee.

Based on Appellants’ previous actions, the vote of Zeta membership restoring Appellee to power, and Zeta’s bylaws, the trial court’s entry of preliminary injunction was not an abuse of discretion. This Court should confirm the trial court’s decision.

## **ARGUMENT**

The trial court's decision to grant injunctive relief was founded in a plain reading of the Zeta Bylaws and Appellants' actions, which clearly violated the governing documents. Appellants point to irrelevant sections of Zeta's Bylaws in an attempt to mischaracterize the trial court's decision as misinformed. Appellants' Brief at 9–10. The Appellants then argue that they can suspend Appellee for the remainder of her term before abruptly switching their argument entirely, claiming that they can remove Appellee from her position. *Id.* at 10. This is untrue and no provision in the governing documents support this.

This Court should confirm the trial court's decision

### **I. The trial court's order is sufficiently supported by the record.**

Appellants inaccurately claim that the record does not support injunctive relief precluding further discipline of Appellee. The record is clear. Appellants' repeatedly violated Zeta's governing documents and Bylaws. Appellants would not stop their efforts to remove Appellee absent injunctive relief and would surely result in future harm to Appellee. *See Ramirez v. Salvaterra*, 232 A.3d 169, 184 (2020) (stating that injunctions serve to prevent future acts of harm). After a thorough review of the record, and oral argument, the trial court determined that 1) Appellee was likely to succeed on the merits due to the memberships vote to reinstate Appellee, 2) that Appellee was at risk of imminent and irreparable injury,

3) that the balance of convenience favors Appellee, and 4) that public interest favored Appellee. App., Vol. III at 1345; *Wieck*, A.2d. at 387.

The trial court's order is supported by Appellants' attempts to remove Appellee from power. In doing so, Appellants repeatedly and openly violated Zeta bylaws, and D.C. Code, by sending cease and desist letters, intimidating members, and attempting to silence anyone who opposed them. *See* App., Vol. I at 470–71 (threatening disciplinary action if members attend the August 28, 2021 Special Boulé); *Id.* at 28–81; D.C. Code § 29–405.02(a). Appellants' selectively ignore the vast majority of the record, and the membership's vote to reinstate Appellee in their brief.

Appellants then claim that the rules were changed to enable the discipline imposed. Appellants' Brief at 5. They hint that Appellee consented to this change. *Id.* This is not so. Appellants' changed the Complaint and Discipline policy on March 15, 2021. In order to do so Appellants suspended SOP Rule 3.2 before making any changes. App., Vol. II, at 562 (noting that SOP rule 3.2 was waived for the meeting). SOP Rule 3.2 enables the Grand Basileus to participate in preparation of all policies before they are presented to the IEB. App., Vol. I at 256. Appellants' suspension of Rule 3.2 also waived the requirement that all changes or policies be submitted to Zeta's legal department before presentation to the IEB. *Id.* at 256, § 3.2.2 (stating that "Legal should always be consulted *prior* to distributing

any draft policy document to the NEB”). Appellants waived SOP rule 3.2 in order to expeditiously alter the Complaint and Discipline Policy without interruption from the Grand Basileus or Zeta’s legal department. App., Vol. II, at 562 (noting that Appellee was excused from the meeting).

The trial court enjoined Appellants’ from further disciplining Appellee due to multiple instances of overreach on their part, including multiple cease and desist letters sent to both Appellee and Zeta membership. App., Vol. I at 194; *Id.* at 500–01. The repeated attempts to stop the August 28, 2021 Special Boulé, including letters threatening discipline of any chapter that attended the Special Boulé, further support the trial court’s order. *Id.* at 470–71. Appellants continued to violate Zeta Bylaws even after Zeta membership voted to reinstate Appellee to her position. *See id.* at 498–99 (demanding that Appellee cease and desist from acting in her role as Grand Basileus).

Absent the injunctive relief ordered by the trial court, is certain that Appellants’ would still be engaged in a course of conduct aimed at harming Appellee. Appellants are set on removing Appellee from office by any means necessary. The trial court understood this and properly enjoined Appellants’ from instituting any other, meritless, disciplinary actions against Appellee.

## **II. Appellants' cannot impose a suspension in accordance with Zeta Bylaws.**

Appellee is the only individual who can impose a suspension under Zeta Bylaws. App., Vol. I at 497, n.2 (stating “only the International Grand Basileus may impose a suspension on members and chapters...a suspension recommendation could not be effectuated unless the President decided to impose and sign off on her own suspension.”); *id.* at 106, Art. XV(2)(b). Appellants only have the ability to “recommend removal or suspension” of an officer. App., Vol. I at 106, Art. XV, § 2(b). The Zeta Delegation of Authority Matrix further confirms that only Appellee may suspend a member or officer. *Id.* at 126. Even Appellants’ own investigative report agrees with this reality. *Id.* at 497, n.2 (explaining “under the Sorority’s policies, the Board may only *recommend* suspension for members of the NEB but may not *impose* suspension.”) (emphasis in original).

Appellants confusingly claim that they can suspend Appellee for the remainder of her term before claiming to be able to remove Appellee from her position. Appellant’s Brief at 9–10. Neither of these statements are true. The Zeta bylaws make it clear that the IEB is limited to recommending suspension. App., Vol I at 106 (stating the IEB may only “recommend removal or suspension” of an officer). As determined by McFadden Lewis, the IEB is expressly prohibited from imposing suspension. *Id.* at 497, n.2. This limitation is what caused Appellants to suspend SOP Rule 3.2 so they could alter the Complaint and Discipline Policy

without oversight. *Supra*, § I. The Appellants’ action was a direct result of their own limitations dictated by the Bylaws. *See* Appellants’ Brief at 5 (indicating that an ad hoc committee was formed in response to McFadden Lewis’ determination that they could not suspend the Grand Basileus).

Further, the membership expressly voted to reinstate Appellee, disclaiming the need for any further discipline. A “nonprofit organization’s constitution and bylaws form a contract between that organization and its members.” *Bronner v. Duggan*, 249 F. Supp. 3d 27, 51 (2017). Accordingly, “the measures passed at the August 28, 2021 meeting are binding on the organization, as a quorum was present.” App., Vol. III at 1345; D.C. Code § 29–401.50 (“if a quorum is present when a vote is taken, the affirmative vote of a majority of the votes cast, rather than a majority of those present, is the act of the board of directors unless a greater vote is required by the articles of incorporation and bylaws.”).

The bylaws expressly limit Appellants’ authority to impose suspensions. The Zeta members voted to reinstate Appellee after a legitimate vote in accordance with Zeta Bylaws and the D.C. Nonprofit Corporation Act. D.C. Code § 29–401.50. The trial court read the bylaws, and listened to Appellants’ own investigator, to determine that Appellants’ were not within their authority to suspend Appellee. The trial court’s decision was informed by the text of Zeta’s founding document, the vote of membership, and is not an abuse of discretion.

*Johnson*, 398 A.2d at 363. Accordingly, this Court should confirm the trial court’s order.

### **III. The trial court’s order enforced the vote of Zeta’s members.**

The Zeta members reinstatement of Appellee is contractually binding on Appellants. *Duggan*, 249 F. Supp. at 51 (stating “a nonprofit organization’s constitution and bylaws form a contract between that organization and its members.” The trial court’s order granting preliminary injunction simply enforced the decision of Zeta’s membership to reinstate Appellee, as determined by the vote at the August 28, 2021 Special Boulé. (citing the D.C. Nonprofit Corporations Act, D.C. Code § 29–401.50). In accordance with the D.C. Nonprofit Corporations Act:

if a quorum is present when a vote is taken, the affirmative vote of a majority of the votes cast, rather than a majority of those present, is the act of the board of directors unless a greater vote is required by the articles of incorporation and bylaws

D.C. Code § 29–401.50(d)(8).

The members of Zeta voted to reinstate Appellee. This was an act of the Board that cannot be undone. *Id.* The “measures passed at the August 28, 2021 meeting are binding on the organization.” App., Vol. III at 1345. The trial court reviewed the record and determined that Appellants do not have supreme authority over membership, and are thereby bound to the membership’s vote. App., Vol. I at 197; *Id.*, App., Vol. III at 1345.

The trial court's order precluding further punishment is not an abuse of discretion in light of the valid, binding vote of the Zeta membership. Despite Appellants' repeated attempts to destroy Appellee, the Zeta membership reinstated Appellee to her rightful place as Grand Basileus. This extinguishes any need for further discipline by Appellants, if any such discipline was ever called for. Zeta's membership assessed the facts surrounding Appellee's discipline, founded in a sham investigation performed by McFadden Davis, and determined that the facts did not warrant any further discipline.

Appellants argue that Zeta is a member-governed organization administered by Zeta's bylaws. Appellants' Brief at 10. Appellants, however, ignore the fact that the members expressly voted to reinstate Appellee. *Id.* Their request to further discipline Appellee is yet another effort to usurp the express will of Zeta's members by pursuing tactics to remove Appellee from office.

It appears that Appellants' wish to overturn the will of Zeta's membership, articulated via a free, fair, and democratic vote at the August 28, 2021 Special Boulé. The overwhelming majority of Zeta membership wants to ensure that Appellee is not wrongfully disciplined any further. This conclusion is binding on Appellants. The trial court's decision to preclude further harm is in accordance with the membership's vote. The injunction not an abuse of discretion and should be confirmed by this Court.

## CONCLUSION

Appellants' request to allow further discipline of Appellee is unfounded in either fact or law. The trial court employed its discretion to properly preclude any further nefarious acts perpetrated by Appellants. Absent this, Appellants would immediately move to harm Appellee despite her reinstatement by Zeta membership. This Court should not enable Appellants to violate their own bylaws and usurp Zeta membership. This Court should confirm the trial court's entry of preliminary injunction.

/s/ Timothy F. Maloney  
Timothy F. Maloney (Bar No. 416522)  
[tmaloney@jgllaw.com](mailto:tmaloney@jgllaw.com)  
6404 Ivy Lane, Suite 400  
Greenbelt, Maryland 20770  
301/220-2200  
*Counsel for Appellee*

## **CERTIFICATE OF SERVICE**

I HEREBY certify that on this 22nd day of July, 2022 a copy of the foregoing was electronically filed with the Clerk of Court and served on:

Robert P. Floyd, III  
R12500 Fair Lakes Circle, Suite 3004  
Fairfax, VA 22033  
Constangy Brooks, Smith & Prophete, LLP

/s/ Timothy F. Maloney \_\_\_\_\_  
Timothy F. Maloney

# District of Columbia Court of Appeals

## REDACTION CERTIFICATE DISCLOSURE FORM

**Pursuant to Administrative Order No. M-274-21 (filed June 17, 2021), this certificate must be filed in conjunction with all briefs submitted in all cases designated with a “CV” docketing number to include Civil I, Collections, Contracts, General Civil, Landlord and Tenant, Liens, Malpractice, Merit Personnel, Other Civil, Property, Real Property, Torts and Vehicle Cases.**

I certify that I have reviewed the guidelines outlined in Administrative Order No. M-274-21 and Super. Ct. Civ. R. 5.2, and removed the following information from my brief:

1. All information listed in Super. Ct. Civ. R. 5.2(a); including:

- An individual’s social-security number
- Taxpayer-identification number
- Driver’s license or non-driver’s’ license identification card number
- Birth date
- The name of an individual known to be a minor
- Financial account numbers, except that a party or nonparty making the filing may include the following:

- (1) the acronym “SS#” where the individual’s social-security number would have been included;
- (2) the acronym “TID#” where the individual’s taxpayer-identification number would have been included;
- (3) the acronym “DL#” or “NDL#” where the individual’s driver’s license or non-driver’s license identification card number would have been included;
- (4) the year of the individual’s birth;
- (5) the minor’s initials; and
- (6) the last four digits of the financial-account number.

2. Any information revealing the identity of an individual receiving mental-health services.
3. Any information revealing the identity of an individual receiving or under evaluation for substance-use-disorder services.
4. Information about protection orders, restraining orders, and injunctions that “would be likely to publicly reveal the identity or location of the protected party,” 18 U.S.C. § 2265(d)(3) (prohibiting public disclosure on the internet of such information); *see also* 18 U.S.C. § 2266(5) (defining “protection order” to include, among other things, civil and criminal orders for the purpose of preventing violent or threatening acts, harassment, sexual violence, contact, communication, or proximity) (both provisions attached).
5. Any names of victims of sexual offenses except the brief may use initials when referring to victims of sexual offenses.
6. Any other information required by law to be kept confidential or protected from public disclosure.

/s/ Timothy F. Maloney

\_\_\_\_\_  
Signature

Timothy F. Maloney

\_\_\_\_\_  
Name

tmaloney@jgllaw.com

\_\_\_\_\_  
Email Address

CV-22-0066

\_\_\_\_\_  
Case Number(s)

7/22/2022

\_\_\_\_\_  
Date