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The Law Offices of  
**Courtney M. coates,**  
Esq.

May 3, 2007

Most Worshipful Prince Hall Grand Lodge, F&AM  
State of California, Inc.  
c/o Billy G. Harrington  
9027 S. Figueroa Street  
Los Angeles, CA 9003-3229

VIA CERTIFIED MAIL

Re: *Fredrick Young v. Most Worshipful Prince Hall Grand Lodge - Demand for Mediation*

Dear Mr. Harrington:

This office has been retained by Fredrick B. Young to seek resolution by Mediation before it becomes necessary to commence legal action against Most Worshipful Prince Hall Grand Lodge, F&AM State of California, Inc. ("corporation") for its illegal removal of Mr. Young from the elected offices of chairman and member of the Board of Directors.

The corporation's summary removal of Mr. Young was an abuse of power in that it violated the statutory protections afforded directors in the California Corporations Code. The summary removal further violated Prince Hall's corporate bylaws and Mr. Young's common law right to fair procedure. Prior to Mr. Young's removal, the corporation failed to provide Mr. Young with prior notice of the specific allegations made against him and any opportunity to be heard. Instead, the corporation summarily removed him from the Board based on Charles Tyner's unilateral and self-serving "belief" that Mr. Young had a purported conflict of interest.

Article IV, Section 6, plainly sets forth the duties and limitation of powers for Grand Master:

[ ] to exercise a general and careful supervision over the Craft, and to see that the Constitution and Regulations of the Grand Lodge are strictly maintained, supported and obeyed, and to discharge all the necessary functions of the Grand Lodge when that body is not in session, but nothing herein contained shall authorize the Grand Master to do other than carry out the expressed legislative action of this Grand Lodge in accordance with Constitutional requirements and not otherwise.

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Based on the foregoing, Mr. Tyner's power to carry out legislative acts does not exceed the authority granted to him by the corporation. Mr. Young was not accused, let alone found liable for, acts of malfeasance or impropriety. Again, Mr. Young was and is a duly elected Chairman and board member of the corporation. Such election was ratified and approved by the legislative body for the corporation. Accordingly, Mr. Tyner's decision to unilaterally reverse that legislative act is an abuse of power.

In addition, Mr. Young's expulsion was illegal in that it violated Section 5341 of the Non-Profit Corporations Code, which provides, in pertinent part:

(a) No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, **except according to procedures satisfying the requirements of this section. An expulsion, termination or suspension not in accord with this section shall be void and without effect.**

(b) Any expulsion, suspension or termination must be done in good faith and in a fair and reasonable manner.

\* \* \*

(c) A procedure is fair and reasonable when:

- (1) The provisions of the procedure have been set forth in the articles or bylaws, or copies of such provisions are sent annually to all the members as required by the articles or bylaws;
- (2) It provides the giving of **15 days prior notice** of the expulsion, suspension or termination and the reasons therefor; and
- (3) **It provides an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination** by a person or body authorized to decide that the proposed expulsion, termination or suspension not take place.

Based on the foregoing, Mr. Tyner's unilateral decision and action to summarily remove Mr. Young as director and chairman without prior notice and an opportunity to be heard violated California law.

Unless the parties can informally resolve their differences short of protracted and costly litigation, Mr. Young will have no alternative but to commence legal action against the corporation for violating his rights and impugning his integrity.

We hereby demand a private mediation of this dispute in the spirit of good faith by no later than June 8, 2007. We propose that the parties utilize the American Arbitration

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Association (AAA) to facilitate a final resolution of these matters. Please respond in writing to this letter by no later than May 15, 2007, or we will take your silence to mean that you have chosen to forego informal resolution and escalate this matter to litigation.

Sincerely,

Courtney M. Coates, Esq.

cc: Fredrick B. Young  
Charles E. Tyner  
Henry F. Wooten  
Allen A. Fontenot  
Daniel Porche  
Carl C. Corbin  
Normal A. Riley  
Carl D. Parker  
Tommie E. Phillips

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