

- (2) I am the Martha Dent identified in an order signed by the Court on July 8, 2025, which amended a previous order of the Court signed on July 3, 2025, granting Plaintiffs' Motion for Partial Summary Judgment wherein the Court declared that as of January 1, 2025, I became President-Elect.
- (3) On July 7, 2025, Plaintiff Paula Wommack who was declared by the Court in those two orders to be the Secretary/Treasurer effective January 1, 2025, and I met with Defendant Corey Harris following the Past President meeting where I presented him with a list of items we needed in preparation for our duties as President-Elect and Secretary/Treasurer. Attached as Attachment 1 to this affidavit is the list, which on its face reveals how the items requested are needed to discharge the duties of our offices as well as to be board of director members, which our offices make us board of director members in accordance with Article XI, Section 1 (a) of the ARBOR bylaws.
- (4) Defendant Harris told us the list seemed like simple requests, and he should have them to us by 4:00 p.m. that day.
- (5) Except for limited access to the accounting system and bill paying system, none of the other items has been provided as of the execution of this affidavit, most notably the General Ledger with supporting documents, the 2025 Budget for ARBOR and NTREC, minutes for 2024 for the board of directors and NTREC.
- (6) On July 8, 2025, I sent to Defendant Oldroyd the same list I gave Defendant Harris and reminded him of item 4 in the Court's order.

- (7) On July 10, 2025, Plaintiff Wommack and I were reviewing the payment of expenses without supporting documents, which when we subsequently asked for the supporting documents was denied.
- (8) When I asked Defendant Oldroyd for his contract, he refused.
- (9) On July 17, 2025, I submitted a second written request to Defendant Harris for documents and contracts, some of which were in the first request. Attached to this affidavit as Attachment 2 is the list.
- (10) The requested items have not been received as of the execution of this affidavit.
- (11) Plaintiff Wommack and I did not receive the bank account cards until July 25, 2025, some 22 days after the Court's initial order, which we promptly signed but which to my knowledge have not been delivered to the bank because Defendants Harris and Oldroyd have not signed them as of the execution of this affidavit.
- (12) Plaintiff Wommack and I have not been given full access to all corporate records as of the execution of this affidavit.
- (13) At the last Defendant ARBOR board of directors meeting on July 24, 2025, toward the end of the meeting after several board members had to leave, the Defendant ARBOR board voted to deny me "access [to] (user names and passwords) to all financial systems, including the 2025 budget, general ledger, balance sheet, bank accounts, and income statements from 2020 to present" other

than "what is already provided to all other officers." See Attachment 3, which is the Arbor BOD meeting July 24, 2025, Part 2, p.6

(14) During the discussion prior to the vote the "Board members agreed that Texas law and the organization's bylaws grant directors," which Plaintiff Wommack and I are, "the right to inspect corporate records, but disagreed on whether that includes direct access (user names and passwords) to bank accounts and accounting systems." See Attachment 3, p. 2

(15) The facts stated herein are within my personal knowledge and the attachments are true and correct copies of the originals.

Martha Dent
Martha Dent

SWORN TO AND SUBSCRIBED before me by Martha Dent on this 3rd day of July, 2025 to certify by my hand and seal.

Joylynn S. Bates
Notary Public in and for the State of Texas

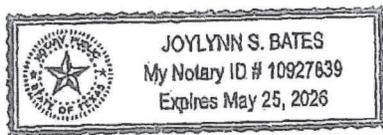


EXHIBIT B
ATTACHMENT 1

Subject: **July 8th email to Taylor O.**
Date: 8/1/2025 12:29:43 PM Central Daylight Time
From: marthadent@outlook.com
To: utlawman@aol.com
Cc: cbates@legacyfinancial.com

From: Martha Dent <marthadent@outlook.com>
Sent: Tuesday, July 8, 2025 10:45 PM
To: Taylor Oldroyd <taylor@arlingtonrealtor.com>
Cc: Corey Harris <corey.harris87@gmail.com>; Larry Chair 2024 <larry@larryhurley.com>
Subject: Request for Information

Mr. Oldroyd,

Attach you will find a partial list of documents and information that Paula Wommack, Secretary Treasurer and myself as President Elect, will need to fulfill our duties as Officers of the Association. You may have received this list from Corey Harris to which I presented on Monday morning July 7th. He volunteered that it would be ready by late afternoon on that day. To date, I have not received any information. While you were out of the office today, I asked Teri Woodson if she had received the list and was working on it. She refused to help me, referring me to you.

Please have the documentation/information ready by 4 PM on July 9th. A courtesy text message would be appreciated when it is ready for pick up.

Also, attached is the agenda which was used for the Meeting with Corey Harris on Monday July 7th, 2025. There are several topics that require immediate attention. I suggest that we set a time this week on Thursday or Friday to meet and discuss these issues. It is important that we include Paula Wommack in this meeting as we will both need to be brought current with various procedures and policy. To facilitate a smooth transition, I will also require two copies of the Policy and Procedures Manual.

Please reference the Partial Summary Judgement and order under Section 22.512 number (4) to which:

(4) Defendants shall immediately take all steps necessary to allow the foregoing persons to exercise their offices (e.g., executing new signature cards for bank accounts, etc., as necessary)

Kindest regards,

Martha Dent
ARBOR PRESIDENT ELECT 2025

In preparation for assuming the duties of President Elect for Martha Dent and Secretary Treasurer for Paula Wommack, please provide two copies showing a time and or documentation for the following:

1. Provide a username and password for the accounting system with full access to the General Ledger and supporting documentation and receipts. This will include setting up a Special Meeting of the BOD to change the names of officers on all financial accounts, institutions and credit cards including the limits and all authorized signers.
2. Provide all upcoming trips and cost allocations including who is expected to attend.
3. Provide a list of all committees with Chair, Vice Chair and members. If members are appointed, show what year they are currently serving.
4. Provide a list of ARBOR Directors and Texas Realtor Directors and the year they are serving. Include contact information.
5. Provide the 2025 Budget for ARBOR and NTREC.

Martha Dent
2025 President Elect

EXHIBIT B
ATTACHMENT 2

Request for Documentation and Contracts from Martha Dent,
President Elect 2025.

In preparation for assuming the duties of President Elect and upholding my fiduciary duties to the Association and the Members, please provide a date, time and or documentation for the following:

1. Set time for Paula Wommack, Secretary Treasurer and myself to obtain the username and password for the accounting system with full access to the General ledger and supporting documentation. (second request)
2. Arrange signature cards from all financial institutions to be signed for Paula and myself for all bank accounts and credit cards and any other financial institution. Set up a Special meeting of the BOD this week to authorize the removal of Lilabeth Olvera-Moody and Jarrett Newton from said institutions and add Paula and myself. Corporate resolutions are required by Banks.
3. Provide current copy of the Operations manual and the Policy and Procedures manual. (second Request)
4. Provide a complete itemization to date of all legal fees paid or incurred to Curnett and Hafer from 2023 to current, by month.
5. Provide all Board and Executive Committee minutes with all attachments and Budget and Finance reports for 2024 and 2025. Include all BOD minutes for NTREC for 2024 and 2025 with Full financials.

6. Provide the actual itemized Budget for 2025 for ARBOR and NTREC. (second request)
7. Provide a full listing of ARBOR credit cards with limits and who has authorization for charges.
8. Provide contracts for the following: Taylor Oldroyd, Bruin Accounting firm, Investment firm, Bylaws Consultants, Installations, Golf Tournaments, Communications Director and any other contracts pertaining to the event center or maintenance of the building.
9. Provide all correspondence and contracts for the merger including consultants and attorneys.
Include all expenses for the year leading to the merger including meetings, luncheons and other expenses when meeting with the Greater Fort Worth Association of Realtors, including consultants as well as the combined meeting of the BOD. Also include all action by the BOD authorizing each expenditure.
10. Provide all bank and investment account statements from 2020 to current and a list of eligible signers on the accounts, by account.
11. Provide training for Paula Wommack, Secretary/Treasurer and myself on ARBOR financial apps and member portal.

Travel Itineraries and conventions.

1. Provide a list of upcoming trips/conventions/meetings etc. and who has been designated to go with cost allocations. Include itineraries.

2. Provide an update on what registrations have been made for upcoming Meetings and Conventions and the information on each said event. Of utmost importance is the Chicago Leadership Meeting set for August 11, 2025. You indicated other trips further out on the schedule have been registered, but not the Leadership Meeting in August. Waiting for the last minute is an added cost to the Association on higher fares. If the hotels fill up, additional taxi fares, hotel room rates and time constraints on the participants getting to the meeting activities is costly to the association.
3. Please note, I do not expect staff to make my reservations, preferring instead to make the reservations myself to coincide with my schedule as many Officers have been doing.
4. Provide time to discuss my choices and changes for Installation and Retreat.
5. A list of all Committees, Boards and membership organizations outside of ARBOR on which Taylor Oldroyd and staff serve on behalf of ARBOR.

Committees

- I need this information promptly to meet my fiduciary duties as President-Elect and make 2025 Committee and position appointments.

1. Provide a list of all Chairmen and Vice Chairmen of Committees and members. Identify what year of service for each member of those committees where appointment is made to sit on that committee. (second request)
2. Provide a list of all TR Directors whose terms will expire this year. (second request)
3. Provide a list of all appointments that will be needed for 2026. (second request)

To facilitate a smooth transition, please have the 1st list of documentation ready to pick up by Monday July 14th, 2025, at 4PM. You will have had this list for 7 days at that time. Please have the second list available. It will take time to review 6 months of meetings. This is not something that can be done in the Executive Committee meeting nor is it respectful of the Executive Committee Members' time.

Martha Dent

2025 President Elect

EXHIBIT B
ATTACHMENT 3

Arbor BOD meeting July 24, 2025 Part 2

Date & Time: 2025-07-24 9:00 AM - 1:30 PM

Location: Arlington Board of Realtors

Attendees: [Insert Names]

Overview

This document synthesizes the proceedings of multiple board meetings held prior to and on July 25, 2025, focusing on disputes over access to organizational and financial records, the interpretation of officer and director duties, and the impact of ongoing litigation on board dynamics. Key themes include disagreements about the scope of document requests, legal and fiduciary responsibilities, transparency in financial practices, and the personal and organizational risks arising from lawsuits and bylaw ambiguities. The document also highlights ongoing challenges in communication, trust, and governance, as well as unresolved issues related to insurance, board authority, and the separation of nonprofit and for-profit activities. Action items are consolidated at the end for clarity and follow-up.

Disputes Over Access to Records and Officer Duties

1. There is ongoing disagreement about which document requests from officers and directors have been satisfied and which remain outstanding.
 - The board must determine whether each request is relevant to official duties as defined by the bylaws, not by individual interpretation.
 - Historical precedent was cited, noting over 70 years of experience with what documents are typically provided to officers.
 - Some requests are perceived as exceeding the traditional scope of officer access, such as requests for full QuickBooks access and detailed financial records not previously provided to any officer.
 - The process for onboarding new board members and bringing them up to speed was acknowledged as incomplete, with concerns that some requests go beyond standard orientation.
2. The definition of "books and records" was contested.
 - Traditionally, this has included the annual audit, budget, financials, and tax returns.
 - Requests for broader access, such as QuickBooks and general ledger data, were not considered standard and met resistance.

- The board reviews expenditures and supporting documentation monthly, and members have access to these reports.
 - Several specific documents and items were discussed:
 - Annual audit, budget, financials, tax returns, and supporting documentation have been provided.
 - Access to QuickBooks, general ledger, and certain contracts was denied.
 - Signature cards, operations manual, calendar, policies and procedures, and name tags have been provided.
 - Itemized legal fees and credit card information were requested but not fully provided.
 - Requests for all correspondence and contracts related to the merger, as well as all expenses for the year leading to the merger, were denied.
3. Board members agreed that Texas law and the organization's bylaws grant directors the right to inspect corporate records, but disagreed on whether this includes direct access (usernames and passwords) to bank accounts and accounting systems.
- The current practice is to provide access to accounting systems (e.g., bill.com) but not to bank accounts or QuickBooks credentials.
 - All directors receive monthly budget versus actual statements and access to supporting documentation through bill.com.
 - No individual, including officers, has direct access to bank accounts or QuickBooks beyond what is standard for their role.
4. Arrangements were made for a director to review corporate documents and recent audits in person.

Financial Information Access, Transparency, and Practices

1. Requests for financial information include the 2025 budget, general ledger, actual versus budget, balance sheet, bank accounts, and income statements from 2020 to the present.
- Staff stated that budget overviews and actuals have been provided multiple times, but some officers claim this is insufficient.
 - The bill.com system was highlighted as a transparent platform containing all supporting documents, statements, receipts, and invoices.
 - There is a dispute over whether access to QuickBooks is necessary, as all relevant documents are reportedly available in bill.com.
 - Training and onboarding for financial systems (such as bill.com) have been insufficient, with some officers having to learn the system independently.
2. Concerns were raised about the lack of supporting documentation for large expenses, such as a \$16,000 travel bill and an \$11,000 Chamber of Commerce

- sponsorship, with only some travel reports being submitted.
 - IRS and nonprofit rules require proper documentation for expenditures, and the absence of such could put the board at risk.
 - There was debate over whether board approvals for individual expenditures were properly documented in meeting minutes.
- 3. The blending of meetings for the for-profit (NETRC) and nonprofit (ARBOR) entities was discussed, with concerns that this could jeopardize nonprofit status if not properly separated.
- 4. The right of any director to access books and records was cited as being supported by both bylaws and state law.
- 5. The importance of reviewing the budget collectively, rather than through individual or private research, was emphasized.
 - It was suggested that a meeting be scheduled for the Budget and Finance Committee to review the last five years of financials together before the October budget workshop.
- 6. The adequacy of training for board members in financial systems and documentation remains unresolved.

Legal Actions, Personal Impact, and Insurance Risks

1. Board members discussed the personal impact of being named in lawsuits.
 - Individuals expressed frustration and concern about how being named affects their personal and professional lives, including issues with obtaining loans.
 - Questions were raised about the rationale for naming specific individuals in legal actions and perceived personal targeting.
 - The president-elect declined to discuss certain legal matters, citing inability to comment.
2. The group discussed the organization's D&O (Directors and Officers) insurance and the risk of losing coverage due to conflicts of interest or ongoing litigation.
 - There was concern that if the lawsuit is lost, the organization could face significant financial liability, including attorney fees and potential bankruptcy.
 - The issue of conflict of interest was raised, particularly regarding officers directing the organization while also being parties to the lawsuit.
3. A motion was made to settle the lawsuit and require parties to pay their own attorney fees, citing the risk to the organization's financial stability and insurance coverage.
 - The motion was withdrawn, with agreement to place the topic on the agenda for the next meeting due to its significance and the need for broader participation.

Board Governance, Authority, and Dynamics

1. The validity of the recent election was confirmed by a court, affirming the board's actions and the legitimacy of the president-elect's position.
 - The court found that changes to the bylaws and quorum were valid.
 - There was disagreement about whether the president-elect was appointed by the court or elected through a valid process.
2. Ongoing contention exists regarding what information the president-elect is entitled to receive and the board's responsibility to provide it.
 - Some members felt repeated requests for information were excessive or not justified.
 - The board clarified that certain positions, such as president-elect, do not have authority to approve expenditures or access certain financial systems.
3. The process and motivations behind attempts to remove the association executive were debated.
 - References were made to meetings in October where the possibility of firing the executive was discussed, but claims were made that the allegations were found to be unfounded.
 - One member suggested that if the objective is to remove the executive, a formal motion should be made.
4. The role of the mayor and other external parties in board disputes was discussed.
 - There were conflicting accounts of meetings with the mayor regarding unification efforts and the conditions for removing items from the ballot.
 - Participants clarified attendance and involvement in these meetings, noting that not all board members were present or aware of certain discussions.
5. The blending of for-profit and nonprofit board meetings poses a risk to nonprofit status if not properly managed.
6. The resignation of the 2526 chairperson of the TREPAC committee was announced due to a lack of confidence in leadership.

Communication Challenges and Board Process

1. There has been significant back-and-forth between staff, officers, and attorneys regarding document requests since July 3.
 - Staff expressed frustration at repeated requests for the same items, sometimes after they have already been provided.
 - The format of provided documents (such as budget overviews) has been a point of contention, with some recipients dissatisfied with the level of detail.
2. Legal risks and the ongoing lawsuit have affected communication.
 - Some board members are avoiding private conversations with plaintiffs to prevent misunderstandings or inadvertent legal exposure.
 - The need for transparency and conducting all discussions within official meetings was emphasized.

- There have been at least six emails from attorneys regarding document demands since a recent court order.
- 3. The board discussed the importance of not having off-the-record conversations and maintaining transparency to avoid conflicting statements or legal complications.
- 4. Frustration was expressed about the time spent on these disputes, with some members feeling the board's time was being wasted.
- 5. There was a call for clarity on what information is being requested and what has already been provided.
- 6. Some members felt that repeated requests and legal threats were creating a hostile environment and undermining trust within the board.
- 7. The need for a mediator or third party was suggested to help resolve ongoing conflicts, as discussions were seen as unproductive and contentious.
- 8. Staff requested clear direction from the board regarding discretion in releasing information, especially given ongoing legal disputes involving board members.

Budget Oversight and Financial Health

1. Members expressed concern about the organization's financial health, noting that expenditures have consistently exceeded income for many months.
 - The value of the building (\$3.7 million) was cited as a positive on budget reports, but it does not reflect actual cash flow.
 - Legal fees and merger-related expenses were highlighted as significant costs.
 - There was mention of \$25,000 in expenses, with some members stating this figure was communicated multiple times, while others disputed this.
2. Concerns were raised about ongoing deficits and the need to review spending, especially in light of changing market conditions affecting members.
 - Some members disputed the existence of consistent deficits.
3. The importance of reviewing the budget collectively, rather than through individual or private research, was emphasized.

Board Member Competence and Interpersonal Dynamics

1. Tensions arose over implications that some board members lack understanding of budgeting processes.
 - One member felt that their experience and competence were being questioned by another's comments about proper budgeting methods.
 - The importance of respecting the integrity and capabilities of fellow board members was emphasized.

2. Persistent interpersonal tensions and accusations among board members risk undermining board cohesion and effective governance.

Bylaws and Quorum Issues

1. The validity of bylaw changes and the ability to achieve quorum for member votes were discussed as ongoing sources of conflict.
 - It was noted that leadership was aware as early as June that a quorum could not be achieved under the existing bylaws, yet significant resources were spent despite this knowledge.
 - There are additional unresolved bylaw issues, including provisions about compensation for MLS, which could expose the organization to regulatory risk.

Motions and Voting

1. A motion was made and seconded to expand the president-elect's duties to include full access (usernames and passwords) to all financial systems, including the 2025 budget, general ledger, balance sheet, bank accounts, and income statements from 2020 to present, within 24 hours.
 - After discussion, the motion was voted down. The board decided not to grant additional access beyond what is already provided to all officers.
2. A motion was made to adjourn the meeting due to unproductive discussion and animosity, but it failed for lack of a second.
3. Another motion was made to restrict travel representation to only the president and CEO for the next year, citing the need to conserve funds for legal fees.
 - The motion was discussed at length, with multiple members opposing it on the grounds that it would violate bylaws and reduce necessary representation.
 - The motion ultimately failed, with the majority voting against it.

Open Issues & Risks

1. There is ongoing ambiguity about which document requests are within the scope of officer duties as defined by the bylaws.
2. The process for determining which requests are satisfied and which remain outstanding is unclear.
3. Legal risks persist due to the ongoing lawsuit and the potential for miscommunication or conflicting statements.
4. Training for new officers on financial systems remains incomplete, potentially impacting their ability to fulfill their roles.