



**NOTICE OF SPECIAL MEETING OF THE MEMBERS
OF
MENNONITE ECONOMIC DEVELOPMENT ASSOCIATES**

October 20, 2009

To All Members:

Pursuant to Paragraphs 42 and 43 of By-Law No. 1 (the "Bylaws") of the Mennonite Economic Development Associates ("MEDA"), this is to notify you that a Special Meeting of the members of MEDA will be held on **Thursday, November 5, 2009, at 2:00p.m. Pacific Standard Time in the Ballroom Salon 6 of the San Jose Marriott, 301 South Market Street, San Jose, California.** This meeting has been duly called and noticed by the Board of Directors. The "record date" for purposes of member voting eligibility shall be October 20, 2009. As such, only Members of Record (as defined in the Bylaws) as of October 20, 2009 shall be eligible to vote at the Special Meeting.

The purpose of this special meeting is to consider and vote on the removal of Member, Bruce Leichty. Pursuant to Paragraph 40(d) of the Bylaws, a member may be removed if, at a meeting of the members, a resolution to remove the member is approved by at least two-thirds (2/3) of the votes of the "Members Present" at the meeting. The Chair, on behalf of the Board of Directors (the "Board"), sets forth the following information for your consideration prior to the meeting related to Mr. Leichty:

- (1) Mr. Leichty joined MEDA as a member in 1996, and remained a member until his membership lapsed in 1998. Mr. Leichty rejoined MEDA as a member in December of 2005, and subsequently renewed his membership in calendar years 2007, 2008 and 2009.

- (2) MEDA's Mission and Vision statements are as follows:

MEDA Mission: As an association of Christians, faithful in daily work and committed to sharing abilities and resources, MEDA creates business solutions to poverty.

MEDA Vision: That all people may experience God's love and unleash their potential to earn a livelihood, provide for families and enrich their communities.

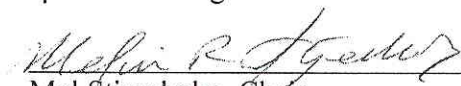
- (3) The Board has concluded that Mr. Leichty's participation as a member of MEDA has been, in part, an attempt to use MEDA as a conduit to disseminate information propagated and supported by his organization, Good Information Advocates ("GIA")—see <http://www.goodinformation.org>—and not furtherance of MEDA's Mission and Vision, as evidenced by Mr. Leichty's actions at and following MEDA's 2008 annual meeting (the "Annual Meeting"), and the publication of his ongoing dispute with MEDA on GIA's website.

- (4) At the Annual Meeting, Mr. Leichty attempted to sell materials in his capacity as a principal of GIA, propagating Holocaust revisionism.
- (5) Based, in part, on feedback from members, MEDA representatives determined that Mr. Leichty's exhibit was controversial, offensive to certain members and distracted from the many constructive purposes of the Annual Meeting. Accordingly, MEDA representatives prohibited Mr. Leichty from selling such materials at the Annual Meeting.
- (6) As a result of being restricted from selling such materials at the Annual Meeting, Mr. Leichty demanded reimbursement for travel and registration costs and expenses associated with his attendance at the Annual Meeting, which demand MEDA promptly satisfied.
- (7) On November 7, 2008, Mr. Leichty authored and posted a press release on GIA's website regarding the Board's decision to remove his exhibit at the Annual Meeting in which Mr. Leichty acknowledged that he "know[s] that the mission of MEDA is not necessarily coincidental with [his] own interests."
- (8) Mr. Leichty's actions led the Board to consider amendments to the Bylaws shifting the authority to remove members from the membership as a whole, to a Membership Committee (established by the Board). The main purpose of this change was to establish an expulsion process that would be much more efficient and less distracting to the membership.
- (9) On June 6, 2009, the Board held a duly called and noticed meeting during which the Board discussed the aforementioned amendments to the Bylaws and approved changes intended to (i) establish a Membership Committee, (ii) shift the authority to remove members from the membership at large to such Membership Committee and (3) shift the authority to amend the Bylaws and Articles of Incorporation from the members to the Board.
- (10) On August 6, 2009, a unanimous written consent was circulated to the MEDA Board to appoint the current members of the Executive Committee as the members of the Membership Committee, which was approved unanimously.
- (11) On September 2, 2009, the Board sent notice to Mr. Leichty that a telephonic hearing to consider him for expulsion would be conducted on September 18, 2009, based on the Board's good faith belief that Mr. Leichty's continued membership would be detrimental to the organization as a whole and its conclusion that his membership motivations have little to do with carrying out the Mission and Vision.
- (12) Mr. Leichty subsequently demanded a copy of the Bylaws, as approved by the Board on June 6, 2009, as well as a copy of MEDA's Mission and Vision statements, a demand which MEDA promptly satisfied.
- (13) Upon receipt and review of the Bylaws provided, Mr. Leichty demanded a copy of the Bylaws that were in effect prior to the June 6, 2009 Board meeting, the charges upon which he was to be considered for expulsion and various other requests by way of a September 15, 2009 letter.

- (14) On September 16, 2009, via its legal counsel, the Board provided Mr. Leichty with the documents and information requested in his September 15, 2009 letter.
- (15) On September 17, 2009, Mr. Leichty responded to legal counsel's September 16, 2009 letter, asserting that the bylaw changes were inconsistent with Pennsylvania law.
- (16) Rather than contest Mr. Leichty's assertion, on September 17, 2009, the Board notified Mr. Leichty that the expulsion hearing was cancelled in hopes of encouraging discussion between Mr. Leichty and the Board in order to reach a mutual resolution.
- (17) On September 29, 2009, following the Board's cancellation of the expulsion hearing, Mr. Leichty authored and posted a press release on GIA's website regarding the events of September, 2009.
- (18) On October 7, 2009, Mr. Leichty demanded to be granted access to inspect and photocopy MEDA's corporate records and membership register on October 26 - 28, 2009.
- (19) Due to the Board's conclusion that, based on Mr. Leichty's aforementioned actions, his purpose and motives in demanding inspection of the aforementioned documents were not proper, the Board denied Mr. Leichty's request to inspect the documents.
- (20) By correspondence dated October 15, 2009, Mr. Leichty asked the Board to reconsider its denial and narrowed his request. The Board is considering Mr. Leichty's request in accordance with Pennsylvania law.
- (21) Mr. Leichty's actions have forced MEDA to utilize resources, including but not limited to, financial and administrative resources, that otherwise would be focused on carrying out the MEDA Mission and Vision, and his actions continue to distract the Board and the Executive Committee from fulfilling and advancing MEDA's Mission and Vision.
- (22) The Board has concluded that Mr. Leichty's motives in continuing his membership in MEDA are not to further MEDA's Mission and Vision but are, instead, at least in part, to use MEDA's resources to highlight his work with GIA and to disseminate information propagated by GIA, neither of which are in furtherance of MEDA's Mission, Vision and goal to alleviate poverty worldwide.

Pursuant to Paragraph 40(d) of the Bylaws, Mr. Leichty will be provided thirty (30) minutes to be heard at the Special Meeting.

Please be aware that the Board has taken great care to consider the cumulative actions of Mr. Leichty and does not approach the issue of removal of a member lightly. As such, the Board asks that you consider the above information prior to attending the Special Meeting.


Mel Stjernholm, Chair