

IN THE SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA

Johnathan Hill, Johntavis Williams, and)
Moses Washington,)
)
Petitioners/Plaintiffs,)
)
v.)
)
Robert C. Davidson, Jr.,)
Chairman of the Morehouse College)
Board of Trustees,)
)
Respondent/Defendant.)
)

CIVIL ACTION

FILE NO. 2017CV284794

VERIFIED COMPLAINT

Petitioners/Plaintiffs state their Complaint against Defendant Robert C. Davidson, Jr., as Chairman of the Morehouse College Board of Trustees (“Defendant Davidson”) as follows:

PARTIES

1. Johnathan Hill (“Mr. Hill”) is presently a student at Morehouse College in Atlanta, Georgia where he serves as the President of the Morehouse College Student Government Association for the 2016-2017 academic year. By virtue of his position as Student government Association President Mr. Hill is a Student Trustee on the Morehouse College Board of Trustees.
2. Johntavis Williams (“Mr. Williams”) is presently a student at Morehouse College in Atlanta, Georgia where he serves as a Student Trustee on the Morehouse College Board of Trustees. Mr. Hill was elected to his Student Trustee position by vote of the student body of Morehouse College.

3. Moses Washington (“Mr. Washington”) is presently a student at Morehouse College in Atlanta, Georgia where he serves as a Student Trustee on the Morehouse College Board of Trustees. Mr. Washington was elected to his Student Trustee position by vote of the student body of Morehouse College.
4. Defendant Robert C. Davidson, Jr., (“Defendant Chairman Davidson”), upon information and belief, is a citizen and resident of the State of California. Defendant Chairman Davidson currently serves as Chairman of the Morehouse College Board of Trustees.

JURISDICTION AND VENUE

5. The Court has personal jurisdiction over Defendant Chairman Davidson because Defendant Chairman Davidson conducts business within this state and the events giving rise to the claims herein occurred in this State.
6. Venue is proper in this Court as Morehouse College is located in Fulton County, Georgia. Additionally, the events giving rise to the claims herein occurred at Morehouse College.

FACTUAL BACKGROUND

7. Morehouse College, founded in 1867, is a historically Black College located in Atlanta, Fulton County, Georgia.
8. Morehouse College has a Board of Trustees that has and exercises the powers of the College as prescribed by Georgia law.
9. The Morehouse College Board of Trustees operates pursuant to Amended and Restated By-laws (January 25, 2013) that set forth in Article I its “Powers and Duties of the Board of Trustees.”
10. The By-laws of the Morehouse College Board of Trustees (“By-laws”) provide that the Board shall consist of no less than thirty-seven (37) nor more than forty-three (43) persons.

11. The By-laws provide for several officers of the Board of Trustees, including a Chairman, who serves for a three (3) year term and may be elected for one (1) additional three (3) year term.
12. Additionally, the Board of Trustees is comprised of three (3) Student Trustees and three (3) Faculty Trustees.
13. One of the Student Trustees is, by designation, the President of the Morehouse College Student Government Association, who is elected by vote of the College's student body, and who serves as a Student Trustee only during the academic year in which he serves as President of the Student Government Association.
14. Two of the Student Trustees are directly elected by the Morehouse College student body and serve two year terms.
15. One of the powers/duties of the Chairman as set forth in the By-laws is to give proper notice of and attend all meetings of the Morehouse College Board of Trustees (Article V, Section 5.1 of the By-laws).
16. Pursuant to this power/duty Defendant Chairman Davidson provided written notice to the Trustees, including the three Student Trustees that a Trustee Board Meeting would be held on January 13-14, 2017.
17. The written notice informed the Petitioners that part of the agenda for the January 13, 2017 Board meeting would "be exclusively devoted to completing the discussion begun by the [B]oard at the October 2016 meeting, regarding the renewal of President Wilson's Employment Agreement."

18. The Defendant Chairperson of the Board, ostensibly invoking a provision of the Board's By-Laws, barred the three Student Trustees from either attending or participating in the January 13, 2017 Board of Trustees meeting.
19. Prior to the January 13, 2017 Board meeting Defendant Chairman Davidson requested to meet with Student Trustee/Student Government Association President Mr. Hill.
20. To Mr. Hill's surprise, seven to eight other members of the Board of Trustees were present in the room where Defendant Chairman Davidson indicated that he wanted to meet with Mr. Hill.
21. Defendant Chairman Davidson told Mr. Hill that he would not be able to attend or participate in the January 13, 2017 Board meeting unless he disclosed to him how he and the other two Student Trustees would vote on the matter of the renewal of College President's employment agreement.
22. Mr. Hill declined to disclose the information Chairman Davidson requested.
23. Defendant Chairman Davidson then excused the three Student Trustees from attendance at or participation in the January 13, 2017 meeting.
24. As a result of the being barred from attending or participating in the January 13, 2017 Board meeting a Petition for Temporary Restraining Order ("TRO") was filed on behalf of the three Student Trustees on January 13, 2017 to prevent the Board of Trustees meeting from going forward without the attendance and full participation of the three Student Trustees. This legal matter remains pending.
25. Each of the three (3) Student Trustees testified at the TRO hearing that was held before Judge Robert McBurney on January 13, 2017.

26. The legal interests of the Respondent/Defendant were represented at the TRO hearing by two private attorneys and the General Counsel of Morehouse College.
27. The legal interests of the three Student Trustees were represented by private attorneys (including two graduates of Morehouse College) who provided pro bono representation.
28. Of the evidence presented at the TRO hearing, one document consisted of a legal opinion from a well-known and highly regarded outside counsel who was retained by the College's General Counsel.
29. This legal opinion concluded, following an extensive review and analysis of the By-laws that the College would be in breach of its own By-laws if Student Trustees were excused by the Board Chair from a Board meeting, or any part thereof, wherein a discussion takes place and a vote is taken, on the President's employment contract.
30. Despite this legal opinion, Defendant Chairman Davidson excused the three Student Trustees from the entire January 13, 2017 meeting.
31. During the TRO hearing on January 13th one of the outside attorneys for Defendant Chairman Davidson informed the Court and other participants at the hearing that Morehouse College Board of Trustees had voted on the meeting agenda item concerning the renewal of the College President's employment agreement.
32. The three Student Trustees were allowed to fully participate in the January 14, 2017 Board of Trustees meeting.
33. The matter of the renewal of the President's employment agreement was not on the agenda for the January 14, 2017 Board meeting.
34. The By-laws state in Article I, under Powers and Duties of the Board of Trustees that the powers of the Board shall include, but not be limited to, the following:

- a. “Nominate and elect the President of the College, who shall be the College’s Chief Executive Officer, and any other officer of the College and the Board”;
 - b. “Set appropriate conditions for employment, including compensation, for the President and other officers of the College”; and
 - c. “Support the President and assess his performance.”
35. According to media reports on January 15, 2017 (the birthday of Morehouse College’s most famous alumnus, Rev. Dr. Martin Luther King, Jr.), Morehouse College reported that the College’s Board of Trustees had voted on January 13, 2017 not to renew President Wilson’s employment agreement.
36. On January 31, 2017 Mr. Hill received a phone call from Defendant Chairman Davidson.
37. Defendant Chairman Davidson must have been undoubtedly aware by this time that Mr. Hill was represented by counsel and that their interests were adverse.
38. During the January 31, 2017 phone discussion Defendant Chairman Davidson expressed to me that he wanted to see whether we could resolve our dispute without further litigation.
39. Mr. Hill expressed to Defendant Chairman Davidson that he was not interested in his proposal and would merely await the ruling of the Court.

INJURIES, HARMS, AND LOSSES

40. If the relief requested below is not granted, the Petitioners/Plaintiffs will face imminent and irreparable harm by their voices and the voices of Morehouse College students they represent on the Board not being heard in the important matter of the renewal or non-renewal of the President’s employment agreement.
41. If the relief requested below is not granted the Petitioners/Plaintiffs believe that the students of Morehouse College will face imminent and irreparable harm by not having their

representatives' voices heard on the important matter of the renewal or non-renewal of the President's employment agreement.

42. The actions by the Board, through its Chairperson, irreparably interfere with the Student Trustees' rights to full and unfettered participation in the important decision regarding leadership of the College.

43. The actions by the Board, through its Chairperson, irreparably interfere with the Morehouse student body's right to have its elected representatives fully participate in the important decision regarding leadership of the College.

RELIEF REQUESTED

44. The Petitioners/Plaintiffs repeat and incorporate by reference the allegations contained in paragraphs 1-43 as if fully set forth herein.

45. WHEREFORE, the Petitioners/Plaintiffs pray for judgment as follows:

That the Court enter a preliminary and permanent injunction ordering the Defendant to:

- a. rescind all actions taken by the Morehouse College Board of Trustees on January 13, 2017 while the three student trustees were excused from its meeting on said date;
- b. reschedule and provide due notice of a substitute meeting of the full Morehouse College Board of Trustees so that the matters taken up during the January 13, 2017 meeting may be taken up anew as if never addressed ("substitute meeting");
- c. permit the student trustees to attend and participate in the substitute meeting and exercise the full powers and duties of the Morehouse College Board of Trustees as set forth in Article I of the Morehouse College [Board of Trustees] Amended and Restated By-laws ("By-laws");

- d. permit the student trustees to attend and participate fully in the substitute meeting, including relating to the matter involving the renewal of the President's employment agreement;
- e. cease and desist from enforcing the provision in the Morehouse College [Board of Trustees] Amended and Restated By-laws Section 2.5 giving to the Chairman of the Board the power to excuse student trustees from any meeting;
- f. cease and desist from enforcing the provision in the Morehouse College [Board of Trustees] Amended and Restated By-laws Section 2.5 giving to the President the power to excuse student trustees from any meeting.

46. Further, the Petitioners/Plaintiffs pray that the Court award reasonable attorney's fees and expenses in bringing this action and enforcing their rights under the By-laws and applicable law.

47. That the Court award the Petitioners/Plaintiffs such other and further relief as the Court may deem just and proper.

This 7th day of February, 2017.

Respectfully submitted,
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