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NOT FOR OFFICIAL PUBLICATION

IN THE COURT OF CIVIL APPEALS OF THE STATE OF OKLAHOMA

DIVISION II

MICHAEL C. WASHINGTON,

Plaintiff/Appellant,

vs.

ANTHONY R. DOUGLAS,

Defendant/Appellee.

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Case No. 118,891

FILED
COURT OF CIVIL APPEALS
STATE OF OKLAHOMA

NOV 19 2021

JOHN D. HADDEN
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APPEAL FROM THE DISTRICT COURT OF
OKLAHOMA COUNTY, OKLAHOMA

HONORABLE CINDY TRUONG, TRIAL JUDGE

AFFIRMED

Michael C. Washington
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Pro Se

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Oklahoma City, Oklahoma

For Defendant/Appellee

OPINION BY GREGORY C. BLACKWELL, JUDGE:

Michael C. Washington appeals a decision of the district court that he has no standing to intervene in the operation of either the Freedom Center, a building historically associated with the civil rights movement in Oklahoma, or of its not-for-profit corporate owner, Freedom Center, Inc. On review, we affirm the decision of the district court.

BACKGROUND

This matter has a substantial prior history which is set forth in detail in our opinions dismissing two of the appellant's prior appeals, being Case Nos. 117,422 and 117,842. For purposes of this appeal, it is sufficient to know the following.

The dispute concerns the control and management of an Oklahoma City civil rights landmark, the Freedom Center (the center), and the center's not-for-profit corporate owner, Freedom Center, Inc. (the corporation). Throughout the litigation, the appellant, Mr. Washington, has described himself as a community activist and "duly elected president" of the corporation, and has alleged he was working to reopen and revitalize the center, which had been closed for nearly a decade.¹ The trial court denied Mr. Washington's efforts and, over his objection, appointed a receiver to run the corporation. Mr. Washington sought to vacate that order (and others), but the trial court refused his request. In the prior appeals, Mr. Washington sought to overturn the trial court's refusal to vacate the order appointing the receiver (and others), but this Division dismissed those appeals because the trial court had failed to adjudicate whether or not Mr.

¹ The center's physical address is 2609 N. Martin Luther King Ave., in Oklahoma City. Beginning in the 1960s the center served as the headquarters for the NAACP Youth Council, led by the late Clara Luper, a renowned leader in the American civil rights movement. The record indicates Ms. Luper was an original incorporator of the corporation and that she served on its board of directors until her death in 2011. According to Mr. Washington's filings, the center was closed in 2010 and fell into disrepair. The record indicates that efforts are now being made to have the center declared a historic landmark and renovate it with public funds.

Washington had legal standing to contest these orders in the first instance. The case was remanded for further proceedings.

On remand, the trial court held an evidentiary hearing on the issue of Mr. Washington's standing to challenge the appointment of the receiver. Mr. Washington presented several exhibits in an attempt to demonstrate his standing. The only exhibits that appear to tie Mr. Washington to the corporation in any way were:

- (1) Copies of forms Mr. Washington submitted to the secretary of state's office on December 1, 2017, December 27, 2017, and January 2, 2019, making him the registered agent of the corporation. Mr. Washington signed each of these forms purporting to be the president or the vice president of the corporation; and,
- (2) The affidavit of Keeley Smith-Payne, stating that "Michael C. Washington is the president and chairman of the Board of Directors of the Freedom (sic) and he became such after he preserved the Freedom Center after it had been abandoned for almost eight years."

The defendant offered his own evidence and the testimony of the receiver, who testified that Mr. Washington had no legal connection to the corporation and no ownership interest in the center. The trial court entered an order finding for the defendant and stated that Mr. Washington had no ownership interest in the center and lacked any legal standing to challenge the trial court's appointment of the receiver over the corporation. Mr. Washington appeals.

STANDARD OF REVIEW

Standing focuses on the party seeking to get his complaint before the court and not on the issues tendered for determination. *Knight ex rel. Ellis v. Miller*, 2008 OK 81, ¶ 11, 195 P.3d 372. The question is whether the party invoking the court's jurisdiction has a legally cognizable interest in the outcome of the

controversy. *Id.* The burden is on the party invoking a court's jurisdiction to establish standing. *Oklahoma Educ. Ass'n v. State ex rel. Oklahoma Legislature*, 2007 OK 30, ¶ 7, 158 P.3d 1058. In this case, the question of Mr. Washington's right to object to the appointment of a receiver is governed by whether he has a legally cognizable interest in the property subject to the receivership. This may represent either a question of law or a mixed question of fact and law, dependent on the evidence. "In a non-jury trial the court's findings [of fact] are entitled to the same weight and consideration that would be given to a jury's verdict." They will not be disturbed for insufficient evidence if there is any competent evidence to support them. *Soldan v. Stone Video*, 999 OK 66, ¶ 6, 988 P.2d 1268. Questions of law are reviewed *de novo*. *Fanning v. Brown*, 2004 OK 7, ¶ 8, 85 P.3d 841.

ANALYSIS

The question presented here is whether Mr. Washington demonstrated at the hearing on remand a legally cognizable interest in the corporation or its property that would give him standing to direct or object to its management or to the appointment of a receiver. Standing requires proof of: (1) a legally protected interest which must have been injured in fact—*i.e.*, suffered an injury which is actual, concrete, and not conjectural in nature, (2) a causal nexus between the injury and the complained-of conduct, and (3) a likelihood, as opposed to mere speculation, that the injury is capable of being redressed by a favorable court decision. *Murray Cnty. v. Homesales, Inc.*, 2014 OK 52, ¶ 17, 330 P.3d 519.

Mr. Washington's basic argument is that his unilateral assumption of the presidency of the corporation gives him standing as "president" vis-a-vis the property because "there is nothing in the constitution or bylaws" of the corporation that prohibited him from "assuming the role of registered agent and president." He essentially argues the common law maxim: "That which is not forbidden is allowed." However, Mr. Washington's theory of corporate governance is incongruent with the general corporate law of Oklahoma. In terms of the Oklahoma General Corporation Act, 18 O.S. Ch. 22, the more apt maxim is "that which is not otherwise specified is governed by the Act." Pursuant to 18 O.S. § 1028(B), "[o]fficers shall be chosen in such manner and shall hold their offices for such terms as are prescribed by the bylaws or determined by the board of directors or other governing body." If the bylaws do not provide for the election of officers, it is the board of directors or other governing body that makes this choice. Further, if the appointment of a receiver is necessary, it is a court sitting in equity that holds that power, not a mere concerned citizen. *See Oklahoma Dep't of Sec. ex rel. Faught v. Blair*, 2010 OK 16, ¶ 35, 231 P.3d 645.

The exhibits and testimony Mr. Washington presented to the trial court do not in any way indicate that Mr. Washington was given any position by any board of directors, governing body, official of the corporation, or court of competent jurisdiction. Rather, they indicate that Mr. Washington appointed *himself* as service agent, and claimed to be the president of the corporation without any documentary evidence supporting his claim, other than that he created himself. Even the affidavit presented by Mr. Washington, which the appellee correctly

identified as hearsay, admitted that Mr. Washington's claim of authority of over the corporation was entirely self-asserted. Such a self-asserted right does not confer standing to act on behalf of a legal entity.

Rather than an argument based on law, Mr. Washington presents an argument based on morality. It is that the Freedom Center, both as an important historical landmark in the civil rights movement and as an ongoing community organization, had fallen into inactivity and disrepair upon the death of its founder, Clara Luper, in 2011. Mr. Washington took it upon himself to rectify this loss by taking on the task of halting the decline of the building and the associated activities. He argues that he is, therefore, now entitled to manage and control the center.

If Mr. Washington's efforts are as he described, he may indeed claim a moral right to inclusion in the center's governance. The governing body of the center, when properly established, is free to take into account his actions in a future decision as to whether he should have some position or participation in its operation. However, the ability of the courts of Oklahoma to offer relief depends on the establishment of a legal right to relief. Under the facts as presented to the trial court, Mr. Washington holds, at best, the same position as a kind neighbor who voluntarily chooses to protect his neighbor's property from loss by closing a gate or shutting a window to prevent rain from entering the house. While these acts are admirable and civic-minded, they grant no property right or other right of intervention in the running of the neighbor's property. The

trial court's finding that Mr. Washington did not establish such a right is supported by competent evidence.²

AFFIRMED.

WISEMAN, P.J., and BARNES, J., concur.

November 19, 2021

² We note two remaining issues. First, Mr. Douglas requests appellate fees in his brief. This request is denied without prejudice, as 12 O.S. § 696.4 requires that an application for attorney fees for services performed on appeal shall be made to the appellate court *by separate motion* filed any time before issuance of mandate. Second, Mr. Washington filed a motion urging reversal during the pendency of this appeal. The motion is denied as moot.