

MEMO

Date: March 17, 2025

To: Sheryl Rae, Secretary, RGCSL Board of Directors

From: Marilyn C. O'Leary, RScP

Re: RGCSL meeting of March 4, 2025

cc: Rev. Gil Olmsted

You asked whether the Special Meeting of the RGCSL Board of Trustees held on March 4, 2025, was in compliance with the requirements of the RGCSL Bylaws, Revised, May 2019 (Bylaws). The purpose of this memo is to notify you that the Special Meeting held on March 4 on Zoom was not noticed according to the Bylaws. In addition, Rev. Gil Olmstead was not given notice to attend the meeting. Therefore, any action taken at the meeting was null and void.

Discussion:

On Monday, March 3, 2025, at 5:30 Sherry Noone, Board Interim President, sent an email announcing an Emergency Board of Trustees meeting for Tuesday, March 4 from 5:30 – 7:30 via Zoom. The email was sent to mrnurse@gmail.com, ruby2sda14@gmail.com, sherylrae8@gmail.com, j.tallon@att.net. Rev. Gil Olmstead was not invited.

The meeting was held at the time set out in the email.

The Bylaws require each member of the Board to be notified of special meetings. Rev. Gil Olmstead is an *ex officio* member of the Board and as such should have been given notice of the meeting. He was not.

The Bylaws state: “The Senior Minister of RGCSL shall be a member of the Board of Trustees, *ex officio*, with the powers and duties of Trustees, and shall hold such positions through his/her tenure.” Art. 5, Sec. 6. Rev. Gil Olmstead was not given notice of the meeting. This is a violation of the requirement that each Trustee must be given notice of the time and place of a special meeting. Art. 5, Sec. 13.

in addition, the Bylaws require “Notice of time and place of special meetings and specific purpose shall be delivered to each Trustee in a manner that would provide for evidence of a receipt at least seventy-two hours prior to the time of the holding of the meeting.” Art. 5, Sec. 13. Instead of meeting the 72-hour notice requirement, 24 hour notice was given for the meeting. Thus, notice was not properly given. An exception to the notice requirement is given when all current Board members decide to hold a special meeting, but that provision specifically includes the Senior Minister. He was not included in the decision to hold the special meeting nor was he given notice of the meeting.

The Senior Minister was not notified of the special meeting, and the special meeting was not properly noticed. Therefore the special meeting was null and void and any action taken was in violation of the Bylaws.