

Email sent to current board members by Gloria Thompson

Subject: Formal Notification of Procedural Irregularities and Bylaws Interpretation

Dear Jerry,

I am writing to formally address two specific matters arising from the recent board meeting on October 21, 2025 and a subsequent discussion regarding membership standing.

1. Procedural Irregularity in Executive Session

I must draw your attention to the improper procedure followed during the transition into the Executive Session at the meeting on October 21, 2025.

According to **Robert's Rules of Order Newly Revised (RONR)**, which governs our proceedings, an Executive Session must be properly authorized by the full assembly. Specifically, a member must **make a motion** to go into Executive Session, which must be **seconded**, and subsequently **passed by a majority vote**.

As no such motion was made or voted upon, the session conducted was technically irregular and not a legally convened Executive Session under our governing rules. Any decisions or discussions held during that period may be subject to challenge.

I request that this procedural failure be noted in the official meeting minutes and that, going forward, all meetings adhere strictly to RONR, particularly when moving into or out of Executive Session. Furthermore, I request confirmation of the procedure and timing for the next legally constituted meeting to elect officers.

2. Interpretation of Bylaws (Member in Good Standing)

I also wish to formally address the interpretation of the phrase "**a member in good standing**" as stated in our organization's bylaws.

The current language of the bylaws uses the **present tense**: "a member **in good standing**." This grammatical structure refers exclusively to the member's current status and eligibility at the moment of review or action (e.g., voting, holding office).

It does not imply or require that a member must have maintained an uninterrupted, unblemished record of "good standing" throughout the entirety of their membership term. Attempting to use a member's past conduct or status as a justification for removal from the Board contradicts the plain language and present-tense definition established in our governing documents.

I trust you will consult legal counsel to confirm this interpretation and cease any further action based on this incorrect reading of the bylaws.

Thank you for your attention to these critical procedural and governance matters. I look forward to your prompt response and confirmation of these necessary corrections. I certainly hope that this is not indicative of how this board is going to operate.

Sincerely,

Gloria Thompson