President: Lori Norman	Director: Mary Brooks
Vice-President: Dartine Solis	Director: Michle Burroughs
Secretary Karen Rodriguez:	Director:Kelly Pedrozo
Treasurer: Richard St. Marie	Director: Bernedette Castaneda
Past President: Vacant	Director: Gloria Keene
	Director: **Vacant**

AGENDA

REMCOAI Board of Directors Meeting
In-Person Meeting (690 W. 19th Street) – 7/14/2026 9:30 AM
Next Board Meetings: (Oct 13, 2026)

CALL TO ORDER: President Lori Norman called the meeting to order at 9:32 am.

ROLL CALL OF ATTENDEES: Check for Quorum (need 6) – Board members in attendance were Norman, Solis, Rodriguez, Brooks, Burroughs, Castaneda, Keene. Board member St. Marie attended electronically via speaker phone. A quorum was present.

SECRETARY'S REPORT:

- Minutes of 4/29/2026 Board of Directors Meeting – Secretary Karen Rodriguez

– Action Item: Approve as submitted/sent (Motion made by Keene /2nd by Burroughs).

- Minutes of 6/9/2026, General Membership Meeting – Secretary Karen Rodriguez

– Action Item: Approve as submitted/sent (Motion made by Keene /2nd by Solis).

TREASURER REPORT:

- Since Treasurer Richard St. Marie has been unavailable due to his father's death, President Norman presented a financial summary of expenses as of June 30, 2026. The report included a miscellaneous expense due to an email scam that resulted in REMCO issuing a $1800 check to a fraudulent payee. This has resulted in the board changing our checking account and filing a police report. As of June 30, 2026, REMCO has a checking account balance of $245,692.25 with an additional $143,656.48 in CDs. President Norman will look into additional CDs to move the money to.
- Action Item: Approve as submitted/sent (Motion made by Rodriguez /2nd by Keene).

Business Items:

- September 8, 2026– Program topic/ speaker - Director Gloria Keene. Gloria Keene is still looking for a speaker and will contact Social Security or the FBI Fraud Bureau

- By-laws – Secretary Rodriguez. Berliner Cohen reviewed our draft By-laws and made edits and comments to improve consistency with California law governing nonprofit mutual benefit corporations for the board's review and discussion. Rodriguez shared the edits with the board and discussed additional edits due to information being identified by Berliner Cohen to ensure

compliance with non-profit law. The board made the following decisions that will be conveyed to Berliner Cohen for finalizing the edits, so the revised documents can be shared with the membership for a vote at the September 8, 2026 annual meeting:

- Membership structure (Article III, Section 1-2) - current bylaws include a membership class of Associate Members. Associate members are active county employees without voting rights. The board requested to remove reference to Associate members as it causes confusion. Under Nonprofit Corporation Law only persons with voting rights are "members". This will result in other edits throughout to remove reference to this membership class.

- Termination of Membership (Section 13, a, 3-4) – The board requested to remove the procedure included in the bylaws to terminate/suspend membership for failure to observe the rules of conduct. This is not something that the board foresees being an issue.

- Board composition (Article V, Section 3) – The current by-laws include reference to the MercedCERA Retiree and alternate Retiree representatives as members of the REMCO Board, but the reference to voting rights is not clear. The board proposes removing the reference indicating the MercedCERA Retiree or alternate representatives as REMCO board members from the bylaws for the following reasons:
  - We have no authority for them to be board members – they are not elected by our membership. This may go back to a time when the REMCO president and/or other board members were elected members of the MercedCERA board at the time of incorporation.
  - MercedCERA board responsibilities are a large commitment of time and responsibility. These representatives do not participate in REMCO board meetings. REMCO receives updates on retiree issues from MercedCERA staff at the membership meeting. Counting these representatives as voting board members makes achieving a quorum more difficult, if they do not commit to attend.

- The board agreed to adopt the revisions proposed by Berliner Cohen to be compliant with legal standards and best practice.

- Social Ideas/Activities for 2026 – Brooks mentioned the King Tut exhibit at the Legion of Honor in San Francisco as a possible bus trip – will provide more research. Norman indicated an event at Hunter Farms Pumpkin Patch.

- Sept 8, 2026: Guests from Merced County Human Resources (Amy, Mai) and from MercedCERA (Brenda, Sheri) have been invited.

- Winner of the $50 quarterly draw for Sept 8, 2026, General Membership Meeting will be drawn prior to the meeting and announced at the meeting by President Norman

- President Norman asked St. Marie to develop procedures on the Scholarship application and selection process prior to the next cycle of applications.

- Sept 8, 2026, Menu /President Norman. Chicken with sides

- Sept 8, 2026, General Membership Meeting: Director Michle Burroughs registration, Cindy Ramirez prize tickets

- Election for Directors in September. Additionally, the revision of the by-laws will also need to be voted upon by membership. President Lori Norman will ensure that the newsletter goes out in mid-late August so that all members receive written notice at **least 10 days** prior to the meeting related to items on the agenda requiring a membership vote.

- 2026 General Membership meetings: Sept 8, Dec 8 (second Tuesday of the month)
- No other business - meeting was adjourned at 10:45,