
JEFFREY M. VILLANUEVA, P.C.
ATTORNEYS AT LAW

JEFFREY M. VILLANUEVA
jeff@jmvpclaw.com

ZACHARY M. GRAUPMANN
zac@jmvpclaw.com

May 31, 2023

VIA E-MAIL AND U.S. MAIL

Reverend Dr. Diane Weible
United Church of Christ
1140 W. 5th Avenue
Denver, Colorado 80204
E-mail: cm@rmcucc.org

RE: Your Request for Interpretation

Dear Reverend Weible:

I have been the RMUCC attorney for the past 7 years. This letter will respond to your request for my opinion regarding the proposed resolution relating to Dr. Anthony Scott.

For purposes of this letter I am assuming that the persons proposing this resolution that Dr. Scott be reinstated, given back pay and an apology from the Conference are members of the Conference in good standing and eligible to vote. In order to understand whether these members have the power to implement this resolution it is necessary to refer to the Constitution and Bylaws of the Conference. I would begin by pointing out Article V(c) of the Constitution which provides that the Board of Directors shall “administer the affairs of the Conference between its meetings and shall be the trustees of all Conference properties.” The Bylaws provide at Article 6.3 that the Board of Directors “shall be responsible and accountable for the fiscal management of the Conference, including all properties.”

Article 7 of the Bylaws provides that the Conference shall have a Personnel Committee which has the power to “recommend to the Board for approval, ... personnel procedures for employees of the Conference ... and further that it shall “conduct in consultation with the Conference Minister reviews of other staff performance and made recommendations for salary and benefits for all employees.”

The resolution is flawed in certain respects. For example, it is well settled law that a board of directors has the responsibility of managing the business and affairs of the corporation. The delegates do not have the power to apologize to Dr. Scott, offer their appreciation, reinstate

JEFFREY M. VILLANUEVA, P.C.

Reverend Dr. Diane Wieble

May 31, 2023

Page 2 of 2

him or offer him back pay or other financial benefits. They can certainly propose a resolution asking the Board to do these things but the Board does not have to follow their directions. The delegates do not and cannot speak for the Board of Directors.

Based upon the foregoing, it is my opinion that any resolution to reinstate Dr. Scott, pay him back pay, apologize or otherwise, is a matter that if approved should be presented to the Personnel Committee, which in turn can make nonbinding recommendations to the Board of Directors. Ultimately, it is the Board of Directors who will have the decision making authority as to whether to provide Dr. Scott with any payments, reinstatement, apology, etc.

That being said, it is my opinion that the proponents of this resolution do have the right to seek approval of their resolution. Presumably there would be a discussion about this resolution and those who believe Dr. Scott was terminated for cause would be heard. However, the resolution would not be binding upon the Personnel Committee or the Board of Directors. I believe that answers your question.

Very truly yours,

Jeffrey M. Villanueva

JMV/mh