

MINUTES OF THE SPECIAL MEETING OF THE CORPORATE MEMBERS
OF THE GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

September 7, 2011

The Special Meeting of the Corporate Members of the Golden Rain Foundation of Laguna Woods, a California non-profit mutual benefit corporation, met on Wednesday, September 7, 2011 at 10:00 P.M. at 24351 El Toro Road, Laguna Woods, California.

The purpose of the meeting was to ballot on each proposed amendment to the GRF Bylaws. The meeting was open. The following members were present or represented by proxy (P) at the meeting:

United Laguna Hills Mutual:	Gail McNulty	Arlene Miller
	Ron Beldner	Barbara Copley
	Paul Vogel	Catherine Brians
	Heather Gerson	Roger Turner (P)
	Cynthia Chyba	John Dalis

United Mutual Members Absent: Libby Marks

Third Laguna Hills Mutual:	Carol Moore	Carol Skydell
	John Paulus	Dominic Burrasca
	Kathryn Freshley (P)	Lucy Shimon
	Dick Palmer	Isabel Muennichow
	Rae Tso	
	Denny Welch	

Third Mutual Members Absent: Sy Wellikson

Laguna Woods Mutual 50:	Herb Harris (P)	Marilyn Ruekberg
	Ryna Rothberg	Keith Wallace (P)

Mutual 50 Members Absent: Darrell Haskell

Golden Rain Foundation:	Jim Matson	Lloyd Foster
	Bevan Strom	Ruth May
	Don Tibbetts	Ken Hammer
	Burns Nugent	Patrick Murphy
	Lynne Dvorak	

GRF Members Absent: Bob Hatch, Ray Gros

Staff Present: Jerry Storage, Patty Kurzet, Cris Robinson

Others Present: Inspectors of Election: Ellen Dalrymple, Charles Nahas, Marilyn Levine, and Maxine McIntosh (alt).

CALL TO ORDER

Jim Matson, President of the Golden Rain Foundation Board of Directors, called the meeting to order at 10:16 A.M. and stated that the meeting was held pursuant to notice duly given.

GRF President Matson acted as Chairperson of the meeting.

The Inspectors of Election certified that the Corporate Members were represented in person or by proxy, and more than fifty-one percent of the voting power were present constituting a quorum.

Inspector Nahas announced that the Inspectors of Election deemed one of United's Proxy Ballots to be void due to the incompleteness of the Proxy.

GRF President Matson introduced the following Inspectors of Election: Ellen Dalrymple, Charles Nahas, Marilyn Levine, and Maxine McIntosh (alternate).

Mr. Storage provided an explanation of the voting procedures.

Members Comments

- United Director Barbara Copley commented on the proposed changes being presented.
- Third Director Carol Skydell commented on the importance of the having all Corporate Members provide input in the proposed changes.

United Director Copley made a motion to table the proposed changes until a committee is formed to review each Bylaw. Third President Moore seconded the motion and discussion ensued.

United President McNulty explained how the proposed changes came to fruition and indicated that the other Mutuels were approached to provide input, but few responses were received.

By a show of hands:

United Directors: 2 voted in favor; 7 opposed

Third Directors: 7 voted in favor; 2 opposed

Mutual 50: 0 voted in favor; 1 opposed; 1 abstained

Mrs. Cris Robinson explained the voting requirement for a vote of the Corporate Members and stated that each measure has to pass by an affirmative vote or more by 5,765.

By a vote of 5,026 the motion to table failed.

Members Comments

- Maxine McIntosh (68-C) recommended that the Corporate Members revise §5.8.2 by way of a write-in vote.

Mrs. Robinson explained that no write-in ballots will be allowed because it would void the ballot.

GRF President Matson indicated that the GRF Board has distributed to the Corporate Members its proposed additional changes to the GRF Bylaws which would allow resident members to vote for GRF Directors .

GRF President Matson relinquished the Chair to United President McNulty.

Mrs. Robinson announced that the word "Trustee" in §2.4.33 should be changed to "Trustor" and the change was made without objection.

United Director Gerson made a motion to commence balloting. United Director Dalis seconded the motion and discussion ensued.

Third President Moore stated that per the advice of Third's legal counsel, §6.5.9 is considered illegal based on Civil Code §1363.05 - Open Meeting Act.

United President McNulty read a statement from United's counsel's advising that the proposed change is legal.

GRF Director Foster read a statement from GRF's legal counsel's advising that if the proposed Bylaw §6.5.9 passes it could cause GRF's Directors to participate in and allow a breach of their fiduciary duty to carefully maintain the confidentiality of those sessions.

The motion to commence balloting carried without objection.

The Corporate Members voted on the prepared ballot forms.

United Director Gerson made a motion to cease balloting. Third Director Welch seconded the motion and the motion carried without objection.

The Inspectors of Election collected and counted the ballots during the open meeting and the following action was taken:

Index: Modifications to Index to reflect actual outline of document. **PASSED**

§2.4.11 Directors of the Trust – Golden Rain Foundation Board of Directors. **PASSED**

§2.4.33 Trustor – the Housing Mutual Corporations: United Laguna Hills Mutual, Third Laguna Hills Mutual, and Laguna Woods Mutual No. Fifty (Corporate Members). **PASSED**

§6.4.3.2 Provision is made for any Director to be heard at the meeting prior to the vote.

PASSED

§6.4.6.1 A vacancy for a Directorship with less than one hundred (100) days remaining in the Director's term, shall be left vacant until filled at the annual election. **PASSED**

§6.5.5 Special Meetings of Board - Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the President, any two (2) GRF Officers or a quorum of GRF Directors. Special meetings shall not be scheduled at the same time as other Mutual committee or board meetings are being held. **PASSED**

§6.5.9 Corporate Member Attendance in Closed Session Board Meetings. Two (2) Directors each from United Laguna Hills Mutual and Third Laguna Hills Mutual, and One (1) Director from Laguna Woods Mutual Fifty shall be provided notice of and be allowed to attend all GRF Executive Session Board Meetings as an observer, not participant. **PASSED**

§7.4 COMMITTEE MEMBER SUBSTITUTES

Any substitute committee member temporarily assigned to a GRF Committee meeting shall have full voting rights on all GRF Committees to which the substitute committee member is assigned. **PASSED**

§8.2.2 Time of Appointment At the second regular meeting after the Annual Meeting of GRF, the President shall propose appointees to the Nominating Committee. Such appointees shall be subject to the approval of the Board of Directors of this Corporation.

PASSED

§12.1 FISCAL YEAR The fiscal year of this Corporation shall begin on the first day of January each year and end the thirty-first day of December next following. The fiscal year herein established may be changed by resolution of the Board of Directors. **PASSED**

§14.1 Amendment by Corporate Members New, amended or repeal of Bylaws or Articles of Incorporation may be adopted by the affirmative vote or written assent of the Corporate Members entitled to exercise a majority of the voting power of this Corporation. Where any provision of these Bylaws requires the vote of a larger proportion of the Corporate Members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Corporate Members. **PASSED**

By way of consent, the Corporation Members adopted the following resolution:

RESOLUTION 90-11-99

WHEREAS, the Corporate Members of the Golden Rain Foundation of Laguna Woods, as represented by their Directors, met at a properly called meeting, by way of United Mutual RESOLUTION 01-11-136, at which a quorum was present, on September 7, 2011; and

WHEREAS, the Corporate Members considered the amendments to the Bylaws for the Golden Rain Foundation of Laguna Woods;

NOW THEREFORE BE IT RESOLVED, September 7, 2011, that the Corporate Members of the Golden Rain Foundation of Laguna Woods hereby adopts the amended Bylaws, and such Bylaws shall become effective immediately; and

RESOLVED FURTHER, that Resolution 90-06-44 adopted May 31, 2006 is hereby superseded and cancelled; and

RESOLVED FURTHER, that the Officers and Agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this resolution.

There being no further business to come before the meeting, the meeting was adjourned at 11:33 A.M.

Jim Matson, GRF President