

**OPEN MEETING**

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

Thursday, July 28, 2016 – 12:30 PM  
Laguna Woods Village Community Center, 24351 El Toro Road

**MEMBERS PRESENT:** John Parker - Chair, JoAnn di Lorenzo, Beth Perak, Richard Palmer, Judith Troutman, Mary Stone, Kathryn Freshley, John Luebbe, Joan Milliman

**MEMBERS ABSENT:** Mike Comer, John Beckett

**STAFF PRESENT:** Betty Parker, Kim Taylor

**OTHERS PRESENT:** Fred Whitney and Robert Hartley of Neuland Whitney & Michael, Corporate Counsel

**Call to Order**

John Parker, Chair, called the meeting to order at 3:20 PM, immediately following the Corporate Members meeting, stated that a quorum was present and acknowledged that the press was present.

**Approval of the Agenda**

Without objection the agenda was approved as written.

**Member Comments (*Items Not on the Agenda*)**

Katherine Baum (3276-A) commented on Social justice.

**Nominations for Office of GRF Board Treasurer**

Acting President John Parker entertained nominations for Treasurer.

Director Perak nominated Director Mary Stone for the position of Treasurer. Director Stone accepted the nomination.

Director Stone nominated Director Kathryn Freshley for the position of Treasurer. Director Freshely accepted the nomination.

Absent additional nominations, the floor was closed to nominations. By way of secret ballot Director Mary Stone was elected Treasurer by a vote of 6-3.

Secretary of the Corporation Judith Troutman, read a resolution ratifying the Board Officers. Director Troutman moved to approve the resolution. Director Milliman seconded the motion.

By a vote of 8-0-0 the motion carried and the Board of Directors adopted the following resolution:

**RESOLUTION 90-16-31**

**WHEREAS**, on June 6, 2016, GRF Treasurer Margaret Klein resigned as GRF Board Director; and

**WHEREAS**, GRF Bylaw 9.5 anticipates filling vacancies for GRF officers, in the manner set forth in the Bylaws, and

**WHEREAS**, GRF Bylaw 6.5.4 anticipates the officers being elected by the GRF Board; and

**WHEREAS**, GRF Bylaw 9.2 sets the term for the officers elected to fill vacancies as the remainder of the term for the office recently vacated;

**WHEREAS**, a duly noticed meeting of the GRF Board was scheduled for July 28, 2016 for the purpose of filling the vacancy of the office of GRF Treasurer; and

**WHEREFORE**, it is RESOLVED July 28, 2016, that **Mary Stone** is hereby elected to the office of GRF Treasurer for the term ending as of the date of the 2016 Organizational Meeting of the GRF Board. **Mary Stone's** duties as GRF Treasurer will commence immediately upon passing of this resolution.

**RESOLVED FURTHER**, that Resolution 90-16-11, adopted February 2, 2016, is hereby amended to the extent that it differs; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are directed on behalf of the Corporation to carry out this resolution.

**Adjournment**

There being no further business to come before the Board of Directors, the Meeting was adjourned at 4:05 PM.

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Judith Troutman, Secretary  
Golden Rain Foundation