

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

Friday, August 19, 2016 – 2:30 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, John Beckett, Tom Sirkel

MEMBERS ABSENT: None

STAFF PRESENT: Brad Hudson, 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 2:40 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*)

Roberta Berk (933-B) commented on Directors moving from one Board to another.
Franklin Smith (5369-3D) commented on power outages in the community.
Maxine McIntosh (68-C) commented on her sadness regarding Member Comments at the last GRF open meeting where she said that was not allowed to speak.

Directors Response to Directors Comments

Directors Stone, Sirkel, Beckett, diLorenzo and Perak responded to Members Comments.

Nominations for Office of GRF Board President

Acting President John Parker entertained nominations for President.

Director Perak nominated Director John Parker for the position of President. Director Parker accepted the nomination.

Director Beckett nominated Director Tom Sirkel for the position of President. Director Sirkel accepted the nomination.

Absent additional nominations, the floor was closed to nominations. By way of secret ballot Director John Parker was elected President by a vote of 9-2.

Nominations for Office of GRF Board First Vice President

President John Parker entertained nominations for First Vice President.

Director Stone nominated Director Kathryn Freshley for the position of First Vice President. Director Freshley accepted the nomination.

Director Beckett nominated Director Tom Sirkel for the position of First Vice President. Director Sirkel accepted the nomination.

Director Perak nominated Director John Luebbe for the position of First Vice President. Director Luebbe accepted the nomination.

Absent additional nominations, the floor was closed to nominations. By way of secret ballot Director John Luebbe was elected First Vice President by a vote of:

Kathryn Freshley – 3
Tom Sirkel – 3
John Luebbe – 5

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

By a vote of 10-0-0 the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 90-16-36

WHEREAS, on July 29, 2016, GRF President Mike Comer 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 August 19, 2016 for the purpose of filling the vacancy of the office of GRF President, and to fill the vacancy of any office resulting from filling the office of the President ; and

WHEREFORE, it is RESOLVED August 19, 2016, that **John Parker** is hereby elected to the office of GRF President for the term ending as of the date of the

2016 Organizational Meeting of the GRF Board. **John Parker's** duties as GRF President will commence immediately upon passing of this resolution; and

RESOLVED FURTHER, if any office becomes vacated due to the election of President that office will be filled by election at the same meeting;

WHEREFORE, it is RESOLVED August 19, 2016, that **John Luebbe** is hereby elected to the office of GRF **First Vice President** for the term ending as of the date of the 2016 Organizational Meeting of the GRF Board. **John Luebbe's** duties as GRF **First Vice President** will commence immediately upon passing of this resolution; and

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

The Board recessed Open Session at 3:00 PM and reconvened into Executive Session at 3:08 PM.

During the Special Executive Session meeting the Board discussed and considered current litigation matters.

There being no further business to come before the Board of Directors, the Meeting was adjourned at 3:45 PM.

Judith Troutman, Secretary
Golden Rain Foundation