

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

November 9, 2016

The Organizational Meeting of the Board of Directors of the Golden Rain Foundation of Laguna Woods, a California non-profit mutual benefit corporation, was held immediately following the Annual Meeting of the Corporate Members on Wednesday, November 9, 2016 at 24351 El Toro Road, Laguna Woods, California.

Directors Present: John Parker, JoAnn diLorenzo, Beth Perak, Judith Troutman, John Beckett, Kathryn Freshley, Joan Milliman, Richard Palmer, Tom Sirkel, Ray Gros and Diane Phelps

Directors Absent: None

Staff Present: Betty Parker, Kim Taylor

Others Present: Fred Whitney and Bob Hartley, GRF Corporate Counsel

CALL MEETING TO ORDER

President John Parker called the meeting to order at 10:35 AM, indicated that a quorum was present, that the meeting was held pursuant to notice duly given, and stated that the purpose of the meeting was to elect new officers to the Board.

APPROVAL OF AGENDA

Without objection the agenda was approved as written.

MEMBER COMMENTS

Members and Directors were given the opportunity to speak:

Katherine Baum (3276-A)

Joe Rainey (889-C)

Mary Stone (356-C)

DIRECTORS' RESPONSES TO MEMBER COMMENTS

Directors briefly responded to Members comments.

PRESIDENT

President Parker entertained nominations for President.

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

Director Palmer nominated Director Freshely for the position of President. Director Freshley declined the nomination.

Absent additional nominations, the floor was closed to nominations. By way of acclamation Director John Parker was elected President.

FIRST VICE PRESIDENT

President Parker entertained nominations for First Vice President.

Director Milliman nominated Director Beth Perak for the position of First Vice President. Director Perak accepted the nomination.

Absent additional nominations, the floor was closed to nominations. By way of acclamation Director Beth Perak was elected First Vice President.

SECOND VICE PRESIDENT

President Parker entertained nominations for Second Vice President.

Director Milliman nominated Director Judith Troutman for the position of Second Vice President. Director Troutman accepted the nomination.

Absent additional nominations, the floor was closed to nominations. By way of acclamation Director Judith Troutman was elected Second Vice President.

SECRETARY

President Parker entertained nominations for Secretary.

Director Beckett nominated Director JoAnn diLorenzo for the position of Secretary. Director diLorenzo accepted the nomination.

Absent additional nominations, the floor was closed to nominations. By way of acclamation Director JoAnn diLorenzo was elected Secretary.

TREASURER

President Parker entertained nominations for Treasurer.

Director Sirkel nominated Director Diane Phelps for the position of Treasurer. Director Phelps accepted the nomination.

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

Absent additional nominations, the floor was closed to nominations. By way of secret ballot Director Diane Phelps was elected Treasurer by a vote of 9-2.

Director Judith Troutman, Secretary of the Corporation, read a proposed resolution ratifying the Board Officers.

Director Troutman moved to amend the motion as stated below, Director Sirkel seconded the motion. By a vote of 10-0-0 the amendment carried.

Director Freshely moved to approve the resolution. Director Milliman seconded the motion. Discussion ensued.

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

RESOLUTION 90-16-51

Appointment of Officers

RESOLVED, on November 9, 2016, pursuant to the Golden Rain Foundation Bylaws Article 9 - Officers, which sets guidelines, terms and responsibilities for the election of Officers to this Corporation, the following persons are hereby elected to the office indicated next to their names to serve:

John Parker	President
Beth Perak	1st Vice President
Judith Troutman	2nd Vice President
JoAnn diLorenzo	Secretary
Diane Phelps	Treasurer

RESOLVED FURTHER, that the following Staff persons are hereby appointed as a ***non-voting*** ex Officio officers of this Corporation:

Bradley Hudson	Vice President ex Officio
<i>Lori Moss</i>	<i>Vice President ex Officio</i>

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.

President Parker congratulated the new Board Officers.

FINAL MEMBER COMMENTS

Jan LaBarge (637-B)

Joe Rainey (889-C)

Cynthia Statsmann (910-Q)

There being no further business to come before the Board of Directors, the Organizational Meeting was adjourned at 11:20 AM.

JoAnn diLorenzo, Secretary
Golden Rain Foundation