



**OPEN MEETING**

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF THIRD LAGUNA HILLS MUTUAL,  
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

Friday, February 22, 2019  
Laguna Woods Village Community Center  
**Board Room • 9:30 a.m.**

The purpose of this meeting was to fill two vacancies on the Third Board.

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**Directors Present:** Rosemarie diLorenzo, Steve Parsons, Roy Bruninghaus, Jack Connelly, Cush Bhada, John Frankel, Lynn Jarrett and Jon Pearlstone and Bunny Carpenter (arrived late)

**Directors Absent:** None

**Staff Present:** Cheryl Silva

**Others Present:** Reza Karimi, Annie McCary, Edward Tao and Craig Wayne (Candidates)

1. President diLorenzo called the meeting to order at 9:30 a.m. and established that a quorum was present.

Director Jarrett made a motion to approve the agenda as presented. The motion was seconded by Director Parsons and approved by unanimous consent.

Bunny Carpenter arrived at 9:42 a.m.

2. Entertain Motion to Appoint two Third Mutual Directors to Fill a Vacancy (term ending 2020) and to Fill a Vacancy (term ending 2021) – Interview, Secret Ballot and Selection of New Third Board Members

Director Bruninghaus gave each candidate three minutes for opening statements and two minutes to answer pre-prepared questions from the Board.

3. Director Comments

The candidates answered questions from the Board Directors.

4. Members Comments

Members were given an opportunity to give their comments.

5. Candidates were given two minutes to give their closing statements.

6. Secret Ballot and Announcement of the New Board Members

Director Bruninghaus made a motion, seconded by Director Parsons to commence voting.

Secret Ballots were handed out to the Board members.

Director Parsons made a motion, seconded by Director Bruninghaus to cease voting.

Director Bruninghaus tallied the votes. There was a tie between two of the candidates.

Secret Ballots were handed out to Board members, and the tie was broken.

President diLorenzo announced that Reza Karimi (Term Ending 2021) and Annie McCary (Term Ending 2020) were appointed to fill the two vacancies on the Third Board.

7. Open Nominations for Election of 2<sup>nd</sup> Vice President

Director Bruninghaus made a motion to open nominations for Second Vice President. The motion was seconded by Director Parsons and passed by unanimous consent.

President diLorenzo nominated Director Carpenter. There were no other nominations.

8. Entertain a Motion to Close Nominations

Director Bruninghaus made a motion to close nominations for Second Vice President. The motion was seconded by Director Bhada and passed by unanimous consent.

Because there was only one nomination for 2<sup>nd</sup> Vice President, President diLorenzo asked for a vote by acclamation. The vote was unanimous in favor of Director Carpenter for 2<sup>nd</sup> Vice President.

9. Entertain a Motion to Approve the Revised Officer Resolution

Director Jarrett made a motion to approve the revised officer resolution to add Director Carpenter as 2<sup>nd</sup> Vice President. The motion was seconded by Director Pearlstone and it passed by unanimous consent.

10. Adjournment

There being no further business, the meeting was adjourned at 10:35 a.m.



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Roy Bruninghaus, Secretary to the Board  
Third Mutual Laguna Hills

**RESOLUTION 03-19-24**  
**Appointment of Officers**

**RESOLVED**, on February 22, 2019, pursuant to Third Laguna Hills Mutual Bylaws Article 9 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:

Rosemarie diLorenzo	President
Steve Parsons	1st Vice President
Bunny Carpenter	2nd Vice President
Roy Bruninghaus	Secretary
Jack Connelly	Treasurer

**RESOLVED FURTHER**, that the following Staff person is hereby appointed as ex Officio officer of this Corporation:

Siobhan Foster	Vice President ex Officio
Cheryl Silva	Corporate Secretary

**RESOLVED FURTHER**, that Resolution 03-18-141, adopted October 4, 2018, is hereby superseded and cancelled; and

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