

**MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF UNITED LAGUNA WOODS MUTUAL
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

May 27, 2014

A Special Meeting of the Board of Directors of United Laguna Woods Mutual, a California Non-Profit Mutual Benefit Corporation, was held on Tuesday, May 27, 2014 at 10:00 A.M. at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Pat English, Jack Bassler, John Beckett, Ming-Lee Chang, Ken Hammer, Jan LaBarge, Bevan Strom, Don Tibbetts, Anthony Liberatore, Eva Lydick

Directors Absent: Tony Dauer

Staff Present: Cris Robinson, Kim Taylor

Others Present: None

CALL TO ORDER

Pat English, President of the Corporation, chaired and opened the meeting, and stated that it was a Special Meeting held pursuant to notice duly given. A quorum was established, and the meeting was called to order at 4:00 PM.

APPROVAL OF AGENDA

Without objection, the Board approved the agenda as written.

UNITED MUTUAL MEMBER COMMENTS AND PUBLIC FORUM

There were no Member Comments.

Ms. Cris Robinson stated that the GRF Board is considering taking action regarding setting the date of a GRF Special Election, if the Treasurer or President is removed, at their June 3, 2014 regular open meeting.

The Secretary of the Corporation, Director John Beckett, read a proposed resolution approving United Board of Directors calling a special meeting of the Corporate Members on July 18, 2014, at 10:00 A.M., for the stated purpose of voting on any vacancy created by the June 13, 2014 vote to recall Larry Souza and Heather Gerson. Director Beckett moved to approve the resolution, Director Hammer seconded the motion, and discussion ensued.

Third Mutual Jonathan Adler (2315-B) spoke to the resolution. President Pat English allowed the speaker to continue speaking.

Members Barbara Copley (410-D) and Mary Stone (356-C) commented on the resolution.

RESOLUTION 01-14-XX

**Calling of a Special Meeting of the Corporate Members for
July 18, 2014**

WHEREAS, Golden Rain Foundation (“GRF”) noticed a meeting of the Corporate Members for June 13, 2014;

WHEREAS, at the June 13 meeting the Corporate Members will vote by ballot to remove GRF directors Larry Souza and Heather Gerson, without cause;

WHEREAS, Section 8.4.1. of the GRF Bylaws provides that “The effective date of a vacancy, or the effective date of a proposed vacancy to be created by removal of a Director, shall establish the close of nominations to fill that vacancy fifteen days later, and shall cause the calling of a properly noticed Special Meeting of Corporate Members not less than twenty nor more than thirty-five days, after the effective date of the vacancy, for the purpose of conducting a Special Election.”

WHEREAS, Section 8.3 of the GRF Bylaws applies to a special election to fill vacancies that may be created by a vote to remove directors, but that the “accelerated timing required in...” Section 8.4 applies and to any such vote and “shall be held at the Special Meeting, and voting shall conform to 5.8” (GRF Bylaws, Sections 8.4.2 and 8.4.3);

WHEREAS, the nomination period for the filling of any vacancies created by the June 13 vote will close June 28, i.e., fifteen days after the June 13 vote and proposed vacancy(ies);

WHEREAS, as soon as twenty days after the close of nominations (i.e., twenty days after June 28, or July 18) the Corporate Members may vote to fill any vacancies created by the June 13 vote;

WHEREAS, GRF has not taken any apparent steps to call a special meeting of the Corporate Members to fill any vacancies that may be caused by the June 13 vote;

WHEREAS, the United Board of Directors believes it is incumbent that the Corporate Members act promptly to fill any vacancies created by the upcoming June 13 vote; and

WHEREAS, Section 5.3 of the GRF Bylaws provides that a special meeting of the Corporate Members may be called “...by a resolution approved by a majority of the Board of a Corporate Member.”

THEREFORE, BE IT RESOLVED, that the United Board of Directors call, through PCM, a special meeting of the Corporate Members on July 18, 2014,

at 10:00 A.M., in the Community Center Board Room, or in any other meeting space therein available, for the stated purpose of voting on any vacancy created by the June 13 vote to recall Larry Souza and Heather Gerson; and

THEREFORE, BE IT FURTHER RESOLVED, that the United Board hereby directs PCM to notice the July 18 meeting (pursuant to Section 5.4 of the GRF Bylaws), with its stated purpose (as required by Section 5.4.4.2 of the GRF Bylaws), and to prepare the ballot and related voting materials for the meeting; and

THEREFORE, BE IT FURTHER RESOLVED, that the United Board hereby directs PCM to work with GRF's Board to select three inspectors of election (pursuant to Section 8.5.6 of the GRF Bylaws) for the July 18 vote and to take any further steps as may be required under the GRF Bylaws and law in connection with the July 18 meeting and vote; and

THEREFORE, BE IT FURTHER RESOLVED, that the United Board hereby further directs PCM to notify the Corporate Members and GRF that the July 18 special meeting will be moot and not take place if the June 13 meeting and vote does not result in any vacancies on the GRF Board; and

THEREFORE, BE IT FURTHER RESOLVED, that the officers and agent of this Corporation are authorized to carry out the purpose of this resolution.

By a vote of 0-9-0 the motion failed.

The Board directed Staff to call a special open United Mutual Board meeting on Wednesday, June 4, 2014 at 1:00 PM. for the purpose of approving the above resolution, if the GRF Board does not set a date for a Corporate Members meeting at their next Board meeting of June 3, 2014.

ADJOURNMENT

With no further business before the Board of Directors, the Special meeting was adjourned at 5:15 PM.

John Beckett, Secretary