



OPEN SESSION

50th ANNUAL MEETING OF THE THIRD LAGUNA HILLS MUTUAL BOARD OF DIRECTORS, A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

**Thursday, November 5, 2020 - 9:30 a.m.
Laguna Woods Village Virtual Meeting
24351 El Toro Road
Laguna Woods, California**

NOTICE OF MEETING AND AGENDA

The purpose of this annual meeting is in accordance with Third Bylaws Section 5.2.

- 1. Call meeting to Order / Establish Quorum – President Parsons**
- 2. Pledge of Allegiance**
- 3. Approval of the Agenda**
- 4. Approval of the Meeting Minutes**
 - a. October 3, 2019, 49th Annual Meeting of Members**
- 5. Acknowledge Media**
- 6. Chair's Remarks – President Parsons**
- 7. Board Accomplishments by Directors**
- 8. Acknowledge Directors with Expiring Term – President Parsons**
- 9. Election Results of the Restatement of the Third Bylaws and CC&Rs**
- 10. Acknowledgement of Inspector of Elections, Catherine Burkhart of UniLect Election Services – President Parsons**
- 11. Invite New Directors to the Dais – President Parsons**
- 12. Introduction of Continuing Directors – President Parsons**

13. Member Comments

Members can request to comment via email to meeting@vmsinc.org any time before the meeting is scheduled to begin or during the meeting. Please use the name of the board meeting in the subject line of the email. To comment via telephone, call 949-268-2020 beginning one half hour before the meeting starts and throughout the remainder of the meeting. You must provide your name and unit number.

14. Adjournment

ORGANIZATIONAL MEETING: Immediately following the Annual Meeting



MINUTES OF THE FORTY-NINETH ANNUAL MEETING
OF THE MEMBERS OF THIRD LAGUNA HILLS MUTUAL
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

October 3, 2019

The Annual Meeting of the Members of Third Laguna Hills Mutual, a California non-profit mutual benefit corporation, was held on Thursday, October 3, 2019, at 9:30 a.m., in the Board Room 24351 El Toro Road, Laguna Woods, California.

Directors Present: Rosemarie diLorenzo, Steve Parsons, Lynn Jarrett, Jon Pearlstone, John Frankel, Cush Bhada, Reza Karimi and Annie McCary and Bunny Carpenter (arrived late)

Directors Absent: None

Staff Present: Jeff Parker-CEO, Siobhan Foster-COO, Cheryl Silva, John Howse, and Eileen Paulin, Becky Jackson, Ellyce Rothberg, Ernesto Munoz

Other Present: GRF: Beth Perak
UNITED: Juanita Skillman
VMS: Wei-Ming Tao,
THIRD: Ralph Engdahl and Craig Wayne (New Board Members)

1. Call to Order / Establish a Quorum

Rosemarie diLorenzo, President of the Corporation, chaired and opened the meeting, and stated that it was a Regular Meeting held pursuant to notice duly given. A quorum was established, and the meeting was called to order at 9:30 a.m.

2. Pledge of Allegiance

Director Frankel led the Membership in the Pledge of Allegiance to the Flag.

3. Approval of the Agenda

Director Frankel made a motion, seconded by Director Jarrett to approve the agenda as presented and the motion passed by unanimous consent.

4. Approval of the Minutes

Director Karimi made a motion, seconded by Director McCary, to approve the minutes of the October 4, 2018, 48th Annual Meeting of the Members and the motion passed by unanimous consent.

5. Acknowledgement of Media

The Village Television Camera Crew was acknowledged along with the press.

6. Chair Remarks

President diLorenzo commented that her term is ending after six years on the Board. She thanked the Board, the CEO and Staff for all their hard work and accomplishments.

Director Carpenter arrived at 9:45 a.m.

7. Board Accomplishments by Directors

President diLorenzo introduced the Third Mutual's Committees and Task Forces Directors and the Directors gave reports on their year-to-date accomplishments.

President diLorenzo acknowledged the Third's VMS representatives; Directors Wei-Ming Tao, Raquel Unger and Ralph Engdahl and thanked them for their support and updates in 2019.

President diLorenzo announced that the Third Board will be accepting applications for the vacancy on the Third Board and the VMS Board and the Board will be making appointments on October 29, 2019. Nominations open on Thursday, October 3, 2019, and candidates can contact the Corporate Secretary for an application.

Jeff Parker, CEO, gave a brief report on the Board's accomplishments and commented that it was a pleasure working with them.

8. Acknowledge Directors with Expiring Terms

President diLorenzo thanked the Directors with expiring terms:

Cusrow "Cush" Bhada
Rosemarie diLorenzo
Steve Parsons

9. Election Results of Directors

President diLorenzo announced the election results:

Cusrow "Cush" Bhada (term expires 2022)
Ralph Engdahl (term expires 2022)
Steve Parsons (term expires 2022)
Craig Wayne (term expires 2022)
(1) Vacancy

10. Acknowledgement of Inspector of Election

President diLorenzo acknowledged Catherine Burkhart from UniLect as the Inspector of Election and thanked the volunteers who were involved in the ballot counts.

11. President diLorenzo invited the newly elected Directors to take a seat at the dais.

12. Introduction of Continuing Directors

President diLorenzo introduced the Directors continuing on the Board:

Bunny Carpenter (*term expires 2020*)

John Frankel (*term expires 2020*)

Vacancy (*term expires 2020*)

Annie McCary (*term expires 2020*)

Lynn Jarrett (*term expires 2021*)

Reza Karimi (*term expires 2021*)

Jon Pearlstone (*term expires 2021*)

13. Audience Questions and Statements

- A Member thanked the Board for their leadership while we transitioned to self-management;
- A Member spoke about election by acclamation;
- A Member spoke about creating a non-smoking building;
- A Member spoke about landscaping;
- A Member congratulated the new and continuing Board members and thanked the Board under the leadership of President diLorenzo.

President diLorenzo responded to Member statements.

14. Director Comments

- Jeff Parker-CEO is looking forward to working with the new Board and staff on their goals and thanked President diLorenzo for her leadership;
- Several Directors welcomed the new board members, thanked the board members for their work on hard projects and thanked Rosemarie diLorenzo for their service to the Board;
- Director Jarrett thanked the Committee advisors and staff for their service to the Community;
- Director Parsons thanked Jon Pearlstone for taking over the work of Treasurer;
- Director Pearlstone remembered Jack Connelly;
- Director Karimi urged residents to get involved and help solve problems in the Community and commented about the recycled water used on landscaping;
- Director McCary commented on why she got involved on the Board and how much she has learned;
- Director Wayne is looking forward to working with the Board and thanked the residents for their votes.

- Siobhan Foster-COO thanked President diLorenzo, welcomed the new board meetings.

15. Adjournment

There being no further business to come before the Board of Directors, the meeting was adjourned at 11:12 a.m.



Lynn Jarrett, Acting Secretary of the Board
Third Laguna Hills Mutual

DECLARATION OF MAILING
THIRD LAGUNA HILLS MUTUAL
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

I, the undersigned, declare:

1. I am the Corporate Secretary of the above-named corporation.
2. On July 5, 2019, I caused a notice of the annual meeting of the members of said corporation (copy of which is attached hereto and made part hereof) to be mailed, to each member of said corporation, at his or her address as appearing in the records of said corporation.

Executed at Laguna Woods, California, on July 5, 2019.

I declare under penalty of perjury that the foregoing is true and correct.


Cheryl Silva, Corporate Secretary

Attachment

**NOTICE OF ANNUAL MEETING OF THE MEMBERS OF
THIRD LAGUNA HILLS MUTUAL**


Notice is hereby given, that the Annual Meeting of the Members of Third Laguna Hills Mutual, a California Nonprofit Mutual Benefit Corporation, will be held on Thursday, October 3, 2019, at 9:30 a.m. of said day, in the Board Room of the Principal Offices of the Corporation, 24351 El Toro Road, Laguna Woods, CA 92637, for the purpose of considering and acting upon each of the following separate propositions:

1. To announce the results of the election of directors of the Corporation; and
2. To consider and act upon any and all other matters that may properly come before said meeting.

Ballots will be mailed out on August 26, 2019, and are due back by September 26, 2019, at 11 a.m. The ballots will be counted at a Special Third Board Tabulation Meeting on September 27, 2019, at 9 a.m.

If you do not receive your ballot (by August 31) or your ballot is lost or damaged, please contact UniLect Inspector of Election's Duplicate Request Call Center at 855-240-0363, which is available 24/7 throughout the balloting period. For any other questions regarding the election, please contact Catherine Burkhardt/Inspector of Election at 888-864-5328 ext. 13. Please keep in mind, according to State HOA election regulations, only one (1) ballot is mailed per household/manor.

Mailed: July 5, 2019


Roy Brunninghaus, Secretary