

**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

Monday, July 11, 2016 – 12:30 PM  
Laguna Woods Village Community Center, 24351 El Toro Road

**MEMBERS PRESENT:** John Parker - Chair, JoAnn di Lorenzo, Beth Perak, John Beckett, Richard Palmer, Judith Troutman, Mary Stone, Kathryn Freshley, Mike Comer (via phone)

**MEMBERS ABSENT:** None

**STAFF PRESENT:** Brad Hudson, 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 12:30 PM, stated that a quorum was present and acknowledged that the press was present.

**Approval of the Agenda**

Director di Lorenzo moved to approve the agenda as written. Director Troutman seconded the motion. By a vote of 6-0-0 the motion carried.

**Member Comments (*Items Not on the Agenda*)**

Maxine McIntosh (68-C) commented on the noticing of the closed session agenda and asked for a detailed explanation of the Closed Session agenda item.

David Kessinger (2296-D) provided a time line of an issue he is experiencing with West Coast Internet.

Katherine Baum (3276-A) commented on people having good will and a positive attitude toward each other.

Fred Whitney, Corporate Counsel, responded to Member Comments.

**Entertain Motion to Approve Calling a Special Meeting of Corporate Members for the Purpose of Holding a Special Election to Fill Two Vacancies Resulting from the Resignations of Margaret Klein and Richard Johnston, With the Special Meeting of the Corporate Members to be Held on July 28, 2016 at 2:30 PM**

Director JoAnn diLorenzo, on behalf of Secretary Judith Troutman, read a resolution approving the calling a Special Meeting of Corporate Members for the purpose of holding a Special Election to Fill Two Vacancies Resulting from the Resignations of Margaret Klein and Richard Johnston, With the Special Meeting of the Corporate Members to be Held on July 28, 2016 at

2:30 PM. Director Troutman moved to approve the resolution. Director Perak seconded the motion. Discussion ensued.

Member Juanita Skillman (2154-N) commented on the resolution.

By a vote of 9-0-0 the motion carried unanimously and the Board approved the following resolution:

**RESOLUTION 90-16-30**

**WHEREAS**, on June 6, 2016, and July 5, 2016, respectively, Margaret Klein and Richard Johnston resigned from the Golden Rain Foundation of Laguna Woods Board of Directors; and

**WHEREAS**, Bylaws 2.2 and 2.2.1 provide the Golden Rain Foundation of Laguna Woods has power to take actions permitted by the Bylaws; and

**WHEREAS**, Bylaws 6.4.1 and 6.4.1.1 provide that a vacancy shall exist upon the occurrence of a resignations; and

**WHEREAS**, there now exist two vacancies as the result of the resignations of Margaret Klein and Richard Johnston; and

**WHEREAS**, Bylaw 6.4.6.2 of the Golden Rain Foundation of Laguna Woods provides that vacancies shall be filled by a Special Election in accordance with Bylaw 8.4 at a duly noticed Special Meeting of the Corporate Members; and

**WHEREAS**, Bylaw 5.3 of the Golden Rain Foundation of Laguna Woods provides that a Special Meeting of Corporate Members may be called by a majority of the Board of the Golden Rain Foundation of Laguna Woods; and

**NOW THEREFORE BE IT RESOLVED**, July 11, 2016, that the Board of Directors hereby approves calling a Special Meeting of Corporate Members for the purpose of holding a Special Election to fill two vacancies resulting from the resignations of Margaret Klein and Richard Johnston, with the Special Meeting of the Corporate Members to be held on July 28, 2016, at 2:30 p.m.

**Adjournment**

The Board recessed at 12:50 PM and reconvened into Executive Session at 1:00 PM.

During the Executive Session meeting the Board discussed and considered litigation matters and a litigation committee, **for the purpose of the Freshely/Stone matter**, was formed consisting of Directors Parker, Perak and Beckett.”

There being no further business, the Chair adjourned the meeting at 1:55 PM.

Golden Rain Foundation