



OPEN SESSION

Minutes of the Regular Meeting of the Golden Rain Foundation

Tuesday, August 4, 2020, 9:30 a.m.

24351 El Toro Road, Laguna Woods, California

Virtual Meeting

Directors Present: Bunny Carpenter, Judith Troutman, Egon Garthoffner, Yvonne Horton, Don Tibbetts, Bert Moldow, Jon Pearlstone, Sue Stephens, Gan Mukhopadhyay and James Hopkins

Directors Absent: None

Staff Present: Jeff Parker-CEO, Siobhan Foster-COO, Brian Gruner, Grant Schultz, Cheryl Silva and Becky Jackson

Others Present: Laurie Poole, Esq. of Adams Stirling PLC
VMS: Diane Phelps, James Tung
United: Juanita Skillman, Anthony Liberatore, Elsie Addington (United), Andre Torng (United)
Third: John Frankel
Ryna Rothberg (Mutual 50),

1. Call to Meeting to Order / Establish Quorum

President Carpenter called the meeting to order at 9:30 a.m. and reviewed the rules of decorum.

2. Pledge of Allegiance

Director Horton led the meeting in the Pledge of Allegiance to the Flag.

3. Acknowledgment of Media

The media and the Village Television crew are present remotely by way of cameras.

4. Approval of Agenda

Director Horton made a motion to approve the agenda as amended. The motion was seconded by Director Garthoffner and the motion passed without objection.

5. Approval of Minutes

5a. July 7, 2020--Regular Open Meeting

5b. July 8, 2020 -- Special Open Meeting (2021 Capital Review)

Director Horton made the motion to approve the minutes of July 7, 2020, Regular Open Session. The motion was seconded by Director Mukhopadhyay and passed without objection.

Director Moldow made a motion to approve the minutes of July 8, 2020, Special Open Meeting (2021 Capital Review). The motion was seconded by Director Garthoffner and passed without objection.

6. Report of the Chair

President Carpenter introduced the new board members elected on July 23, 2020: Sue Stephens (2020), Jon Pearlstone (2021), Gan Mukhopadhyay (2021) and James Hopkins (2022). She introduced Laurie Poole, Esq. of Adams Stirling. She announced that Jim Matson resigned and there will be a special election to fill his position on the Board.

7. VMS Board Update – Director Phelps gave an update from the VMS Board. She announced the special events happening through the Recreation and Special Events Committee. The Finance Committee has presented the 2021 Budget to the Boards. The new Village Breeze has been released to the residents. She thanked the Library for providing books and videos to the residents during the pandemic.

8. CEO Report

Jeff Parker-CEO and Siobhan Foster-COO gave a report on the following items:

- Pool Operations have been expanded to include Pool 4 and increased lane capacity to Pools 2 and 5.
- Doubles Play for Pickleball and Paddle Tennis has begun. Reservations can be made through the Recreation Department.
- Orange County COVID-19 cases have increased. Testing continues throughout the County and we are at 8.9% positive test rate. 102 cases per 100,000 were reported. Hospitalization rate is at 8.6% decrease. 41 cases were reported in Laguna Woods Village and he encouraged residents to continue to watch social distancing and wearing masks.
- Bus route changes went into effect on August 3, 2020. Commercial Route 2 will be back in service with the Administration Building on request stop only. This is a temporary route modification and these are not considered permanent changes.
- Completion of Gate 11 security enhancements.
- Bulky Item trash collection happens on the third Saturday of each month. In-home bulky item pick-up has not resumed.
- Drive-in Movie Event will happen on August 21, 2020 and August 22, 2020 at 8 p.m. at the Village Maintenance Center.
- Orange County Vector Control reminds residents to remove stagnant water to help prevent the breeding of mosquitos.

9. Open Forum (Three Minutes per Speaker)

Member's comments were read by Becky Jackson on the following topics:

- A Member asked the GRF Board to form a new club to take advantage of the talent our residents can offer. Asked for a room to start a club;

- A Member asked that seating for seniors be considered;
- A Member commented about landscape issues on street cleaning days and asked that street cleaning signs be posted;
- A Member asked that the seats at the tennis courts be returned and sanitized with wipes.
- A Member asked that the Board respond to “letters to the editors” in the Globe.

10. Responses to Open Forum Speakers

Several Directors responded to and provided input regarding member comments.

- Director Garthoffner responded that there is currently not an area for a new club and suggested residents use their manor;
- Director Moldow encouraged residents that want to form a new club to advertise for volunteers.

Brian Gruner, Recreation and Special Events Directors, commented that members can bring in a chair to the tennis courts. To discourage socializing, the chairs at the tennis courts have been removed.

11. Consent Calendar

Recommendation from the Finance Committee:

11a. Consistent with its statutory obligations a subcommittee of the Board consisting of the Treasurer and at least one other board member reviewed and approved preliminary Golden Rain Foundation financials for the month of June 2020 and by this vote ratify that such review be confirmed in this month’s Board Member Open Session Meeting minutes.

This item was removed from the Consent Calendar and placed under Unfinished Business

11b. Approve the Resolution to Update the GRF Committee Appointments

11c. Ratify Approval of Resolution for Adoption of Modified Temporary COVID-19 Rules

RESOLUTION 90-20-36
GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
BOARD RESOLUTION REGARDING THE ADOPTION OF
TEMPORARY COVID-19 RULES

RECITALS

WHEREAS, on June 26, 2020, the Third Laguna Hills Mutual and United Laguna Woods Mutual Boards of Directors adopted Temporary COVID-19 Rules on an emergency basis in response to the ongoing public health threat to members/residents of each of said Mutuels from the COVID-19 disease outbreak and global health pandemic (the “Disease”).

WHEREAS, Mutual No. Fifty which had previously implemented comprehensive restrictions to reduce risk of exposure to the Disease, supported the Temporary COVID-19 Rules adopted on emergency basis by Third Laguna Hills Mutual and United Laguna Woods Mutual on 6/26/2020.

WHEREAS, the Boards of Directors of Third Laguna Hills Mutual, United Laguna Woods Mutual, and Mutual No. Fifty sought unanimity among all corporations within Laguna Woods Village, including the Golden Rain Foundation, pertaining to the adoption of Temporary COVID-19 Rules due to the severity of the public health crisis facing the entire Laguna Woods Village Community.

WHEREAS, on July 6, 2020, Third Laguna Hills Mutual held a Special Meeting (closed) and authorized the formation of a committee (two members from each corporation) to review and make changes to the resolution adopted by Third Laguna Hills Mutual and United Laguna Woods Mutual on June 26, 2020, and supported by Mutual No. Fifty, to achieve critical unanimity among all corporations within Laguna Woods Village.

WHEREAS, designated representatives of the boards of directors from the Golden Rain Foundation, Third Laguna Hills Mutual, United Laguna Woods Mutual, and Mutual No. Fifty met on July 14, 2020, and as needed thereafter, to achieve unanimity among the corporations and develop modified Temporary COVID-19 Rules to be considered on an emergency basis by each corporation in response to the Disease.

WHEREAS, the Board of Directors of the Golden Rain Foundation of Laguna Woods held a duly called emergency meeting on July 18, 2020, at which a quorum of the Board was present.

WHEREAS, the meeting of the Golden Rain Foundation Board was held on an emergency basis pursuant to California Civil Code Section 4923, as unforeseen circumstances require immediate attention and action by the Board where notice for such meeting was impractical.

WHEREAS, a majority of the members of the Golden Rain Foundation Board determined that in accordance with California Civil Code Section 4360(d), immediate rule changes are required to compel residents to refocus on utilizing face coverings and social distancing (creating a 6-foot distance between people) in light of the ongoing threat of public health to the Golden Rain Foundation's members in light of the Disease.

WHEREAS, in light of ongoing health concerns relating to the transmission of the Disease and the ease with which it spreads, the State of California has mandated that all persons be required to wear a cloth face covering while not within their homes and to maintain social distancing as referenced above.

WHEREAS, the modified Temporary COVID-19 Rules shall be adopted on an emergency basis, without notice or a member review and comment period, in accordance with California Civil Code Section 4360(d) and shall be effective for one hundred twenty (120) days from the effective date of the initial Temporary COVID-19 Rules adopted by Third Laguna Hills Mutual and United Laguna Woods Mutual, unless the Board modifies or rescinds the modified Temporary COVID-19 Rules on an earlier date pursuant to formal Board action. It is understood that the conditions and general health advice pertaining to the Disease may change from time to time and at any time; as such, the Board acknowledges that future changes to the modified Temporary COVID-19 Rules may be required and shall be reasonably made, as applicable, within the Board's discretion.

WHEREAS, the modified Temporary COVID-19 Rules shall be hereby adopted pursuant to

this Resolution and shall be deemed an effective governing document and effective operating rules for Golden Rain Foundation.

RESOLUTION

IT IS HEREBY RESOLVED that the foregoing recitals are incorporated into and made a part of this Resolution.

IT IS HEREBY FURTHER RESOLVED that the modified Temporary COVID-19 Rules are hereby adopted on an emergency basis in accordance with California Civil Code Section 4360(d). A copy of the Temporary COVID-19 Rules is enclosed with this Resolution and incorporated into and made a part of this Resolution in their entirety.

IT IS HEREBY FURTHER RESOLVED that a copy of this Resolution and the Temporary COVID-19 Rules shall be distributed and/or posted in a manner deemed suitable by the Board to adequately notify GRF's membership.

Director Moldow requested that agenda item 11b be removed from the Consent Calendar and placed under Unfinished Business.

Director Moldow made a motion to approve the Consent Calendar as amended. The motion was seconded by Director Troutman and the motion passed without objection.

12. Unfinished Business

- 12a.** Entertain a Motion to Adopt the Resolution Establishing the Revised GRF Rules for Board Meetings

Director Troutman, Secretary of the Board, read the following resolution:

RESOLUTION 90-20-37

GOLDEN RAIN FOUNDATION RULES FOR BOARD MEETINGS

WHEREAS, the Open Meeting Act, Civil Code §§4900-4950, provides an ongoing right for each member of Laguna Woods to participate in the governance of the community; and

WHEREAS, the Golden Rain Foundation Board of Directors recognizes the need to facilitate effective, efficient and orderly board meetings for the benefit of the community while protecting members' rights to observe and participate in the governance process; and

NOW THEREFORE BE IT RESOLVED, August 4, 2020, the Board of Directors of this Corporation hereby approves the Golden Rain Foundation Rules for Board Meetings, as attached to the official minutes of this meeting; and

RESOLVED FURTHER, that Resolution 90-11-135 adopted November 22,

2011 is hereby suspended in its entirety and cancelled;

RESOLVED FURTHER; that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.

February Initial Notification—Revised March 2020—April Referred Back to Committee—May postponed to next meeting—June 2020 Revised—July Reintroduced. 28-days for member review and comment to comply with Civil Code §4360 has been satisfied.

Director Troutman made a motion to adopt the revised resolution establishing the revised GRF Rules for Board Meetings. The motion was seconded by Director Moldow.

Discussion ensued among the directors.

Director Troutman made a motion to approve with an amendment in Section 5a. The motion was seconded by Director Hopkins and passed by unanimous consent.

President Carpenter called for the vote on the resolution as amended to revised GRF Rules for Board Meetings and the motion passed without objection.

Diane Phelps left the meeting at 10:20 a.m.

12b. Entertain a Motion to Adopt the GRF Recreation Department Policy: Small Clubs Fee Amendment

Director Garthoffner, 1st Vice President, read the following resolution:

RESOLUTION 90-20-38

GRF RECREATION DEPARTMENT POLICY: SMALL CLUBS FEE AMENDMENT

WHEREAS, at the June 11, 2020 Community Activities Committee (CAC) meeting, CAC recommended that the board of directors approve the proposal to amend the GRF Recreation Department Policy for Clubs/Groups/Organizations to reduce the annual fee for clubs with less than 50 members (“small clubs”) from \$50 to \$25;

WHEREAS, Laguna Woods Village has 254 registered clubs within the community. Village clubs are afforded a variety of privileges upon approval of the Recreation and Special Events Department including priority rollover reservations, flyer postings at clubhouses, Village website use (club page, event calendar, Village news), free Globe submissions, Village Television air time, message board use and club storage (excluding Clubhouse 2);

WHEREAS, at the May 9, 2019 CAC meeting a policy review committee was formed to review and provide GRF Recreation Department policy recommendations to the CAC at the July 2019 meeting. One of the committee recommendations was to implement a processing fee to offset administrative costs associated with club support;

WHEREAS, on September 3, 2019, the board of directors adopted RESOLUTION 90-19-39, GRF Recreation Department Policy Revision: Clubs/Groups/Organizations;

WHEREAS, at the February 20, 2020 Club President's Meeting, small Village clubs with a small number of members expressed concern about the financial implications of the \$50 club fee. Club presidents urged GRF to reconsider the fee;

WHEREAS, at the May 14, 2020 CAC meeting, the committee directed the Recreation and Special Events Department to reduce the annual club fee for those with less than 50 members ("small clubs") from \$50 to \$25. Of the 254 registered clubs, 136 have less than 50 members;

WHEREAS, to date, 93 clubs have paid the \$50 annual fee, including 41 small clubs. The 41 small clubs would be entitled to a \$25 refund if the proposed fee adjustment is approved by the board of directors;

WHEREAS, the \$50 club fee generates \$12,700 in revenue for GRF annually. The proposed reduction in the club fee for small clubs would reduce annual revenue to approximately \$9,300, a decrease of \$3,400

NOW THEREFORE BE IT RESOLVED, August 4, 2020, that the Board of Directors of this Corporation hereby introduces approval of the proposed amendment to the GRF Recreation Department Policy for Clubs/Groups/Organizations to reduce the annual fee for clubs with less than 50 members ("small clubs") from \$50 to \$25;

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution.

July Initial Notification

28-day notification for member review and comment to comply with Civil Code §4360 has been satisfied.

Director Garthoffner made a motion to adopt a resolution for a GRF Recreation Department Policy: Small Clubs Fee Amendment. The motion was seconded by Director Moldow.

Discussion ensued among the directors.

Brian Gruner, Recreation and Special Events Director, answered questions from the Board.

President Carpenter called for the vote to adopt an amendment to the small club fee and the motion passed by a vote of 9-0-1 (Director Hopkins abstained)

This item was moved to Unfinished Business from the Consent Calendar

12c. Approve the Resolution to Update the GRF Committee Appointments

RESOLUTION 90-20-39

GRF COMMITTEE APPOINTMENTS

RESOLVED August 4, 2020, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Business Planning Committee

Sue Stephens, Chair (GRF)

~~Bunny Carpenter, Chair (GRF)~~

~~Yvonne Horton (GRF)~~

Jon Pearlstone, (GRF)

James Hopkins (GRF)

Steve Parsons (Third)

Lynn Jarrett, Alternate (Third)

Sue Margolis (United) Manuel

Armendariz (United)

Brian Gilmore, Alternate (United)

Al Amado, (Mutual 50)

Community Activities Committee

Bunny Carpenter, ~~Chair~~ (GRF)

Yvonne Horton (GRF)

~~Jon Pearlstone (GRF)~~

Cush Bhada, (Third)

Annie McCary (Third)

Jon Pearlstone, Alternate (Third)

Doug Gibson, Alternate (Third)

Andre Torng, (United)

Juanita Skillman (United)

Elsie Addington, Alternate (United) Ryna

Rothberg, (Mutual 50)

Advisor: Janey Dorrell, Ed Tao and Roland Boudreau

Equestrian Center Ad Hoc Committee (New)

Bunny Carpenter, Chair (GRF)

Yvonne Horton (GRF)

~~Jim Matson (GRF)~~

Cush Bhada (Third)

Annie McCary (Third)

Andre Torng (United)

Advisors: Gary Empfield, Stefanie Brown, Bunny Lipinski, Susan Hemberger

Finance Committee

Jon Pearlstone, ~~Chair~~ (GRF)

James Hopkin (GRF)

Gan Mukhapadhyay (GRF)

~~Judith Troutman (GRF)~~

Steve Parsons (Third)
Robert Mutchnick, Alternate (Third)
Sue Margolis (United)
Brian Gilmore (United)
Manuel Armendariz, Alternate (United)
Al Amado, (Mutual 50)

Advisor: Rosemarie diLorenzo

Purchasing Ad Hoc Committee (new)

Bunny Carpenter, Chair (GRF)
Yvonne Horton (GRF)
~~Judith Troutman (GRF)~~
Carl Randazzo (United)
Cash Achrekar (United)
Brian Gilmore, Alternate (United)
~~Jon Pearlstone (Third)~~
Steve Parsons (Third)
Cush Bhada (Third)

Landscape Committee

Yvonne Horton, Chair (GRF)
Bert Moldow, Chair (GRF)
~~Jim Matson, (GRF)~~
Lynn Jarrett, (Third)
Reza Karimi, (Third)
Ralph Engdahl, Alternate (Third)
Manuel Armendariz, (United)
Andre Torng (United)
Neda Ardani, Alternate (United)
Vacant (Mutual 50)
Advisors: None

Maintenance & Construction Committee

Egon Garthoffner, Chair (GRF)
Bert Moldow (GRF)
Gan Mukhapadhyay (GRF)
~~Jim Matson (GRF)~~
~~Jon Pearlstone, Alternate (Third)~~
Cush Bhada (Third)
John Frankel (Third)
Doug Gibson, Alternate (Third)
Carl Randazzo, (United)
Reza Bastani (United)
Brian Gilmore, Alternate (United)
Ryna Rothberg (Mutual 50)
Advisors: Richard Palmer

Clubhouse 1 Renovation Ad Hoc Committee

Bert Moldow, Chair (GRF)
Egon Garthoffner, Chair (GRF)
Gan Mukhapadhyay (GRF)

~~Jon Pearlstone (Third)~~

Robert Mutchnick (Third)

Brian Gilmore (United)

Sue Margolis (United)

Carl Randazzo, Alternate (United)

PAC Renovation Ad Hoc Committee

Jon Pearlstone, ~~Chair~~ (GRF)

~~Bert Moldow (GRF)~~

~~Judith Troutman, Chair (GRF)~~

~~Bunny Carpenter (GRF)~~

Cush Bhada, (Third)

John Frankel (Third)

Carl Randazzo, (United)

Juanita Skillman (United)

Sue Margolis, Alternate (United)

Board Members by Rotation (Mutual 50)

Advisor: Sharon Molinari

Media and Communications

~~Sue Stephens, Chair (GRF)~~

~~Bunny Carpenter (GRF)~~

Annie McCary (Third)

Lynn Jarrett (Third)

Craig Wayne, Alternate (Third)

Doug Gibson, Alternate (Third)

Juanita Skillman, (United)

Elsie Addington, (United)

Neda Ardani, Alternate (United)

Ryna Rothberg, (Mutual 50)

Advisors: Carmen Pacella, Frank Tybor, Tom Nash

Mobility & Vehicles Committee

Don Tibbetts, Chair (GRF)

Egon Garthoffner (GRF)

Judith Troutman, ~~Alternate~~ (GRF)

Craig Wayne (Third)

John Frankel (Third)

Cush Bhada, Alternate (Third)

Elsie Addington, (United)

Reza Bastani (United)

Neda Ardani, Alternate (United)

John Dalis, (Mutual 50)

Advisor: Vashi Williams

Security and Community Access

Don Tibbetts, Chair (GRF)

Bert Moldow (GRF)

~~Jim Matson (GRF)~~

Robert Mutchnick (Third)
Ralph Engdahl (Third)
Reza Karimi, Alternate (Third)
Neda Ardani (United)
Cash Achrekar (United)
Brian Gilmore, Alternate (United)
John Dalis (Mutual 50)

Disaster Preparedness Task Force

Bert Moldow, (GRF)
~~Sue Stephens (GRF)~~
Judith Troutman, ~~Alternate~~ (GRF)
John Frankel, (Third)
Annie McCary, (Third)
Ralph Engdahl (Third)
Doug Gibson, Alternate (Third)
Cash Achrekar, (United)
Andre Torng, (United)
Reza Bastani, Alternate (United)
Board Members by Rotation (Mutual 50)
Advisors: Tom Soule, Bruce Bonbright

Strategic Planning Committee

~~Jon Pearlstone, Chair (GRF)~~
~~James Hopkins (GRF)~~
~~Gan Mukhapadhyay (GRF)~~
~~Yvonne Horton (GRF)~~
Robert Mutchnick (Third)
John Frankel (Third)
Andre Torng (United)
Sue Margolis (United)
Brian Gilmore, Alternate (United)

OTHER COMMITTEES:

Laguna Woods Village Traffic Hearings

(Chair will alternate between Boards)
Yvonne Horton (GRF)
~~Sue Stephens (GRF)~~
~~Judith Troutman (GRF)~~
Robert Mutchnick (Third)

John Frankel (Third)
Ralph Engdahl, Alternate (Third)
Elsie Addington (United)
Neda Ardani, Alternate (United)
Board Members by Rotation (Mutual 50)

Select Audit Task Force

James Hopkins (GRF)

Elizabeth Roper (United)

Peggy Moore (Third)

Diane Phelps (Advisor)

RESOLVED FURTHER, that Resolution 90-20-32 adopted July 7, 2020, is hereby superseded and cancelled; and

RESOLVE FURTHER; that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution.

Director Moldow asked that this item be moved from the Consent Calendar to Unfinished Business for discussion.

Director Moldow made a motion to approve the resolution to update Committee Appointments as amended. The motion was seconded by Director Garthoffner.

Discussion ensued among the directors.

President Carpenter called for the vote on the motion and the motion passed without objection.

13. New Business

13a. Entertain a Motion to Approve the Updated Resolution for the Appointment of Officers

Director Moldow made a motion to elect for a new Treasurer. The motion was seconded by Director Horton.

President Carpenter asked for nominations for Treasurer

Director Moldow nominated Director Pearlstone as Treasurer.

Director Pearlstone accepted the nomination.

President Carpenter called for the vote to elect Jon Pearlstone as Treasure.

By unanimous consent Director Pearlstone was elected as Treasurer.

Director Troutman, Secretary of the Board, read the following resolution:

RESOLUTION 90-20-40
APPOINTMENT OF OFFICERS

RESOLVED, on August 4, 2020, 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:

Bunny Carpenter	President
Egon Garthoffner	First Vice President
Bert Moldow	Second Vice President
Judith Troutman	Secretary
Jon Pearlstone	Treasurer

RESOLVED FURTHER, that the following Staff persons are hereby appointed as ex Officio officers of this Corporation:

Jeff Parker	Vice President ex Officio
Siobhan Foster	Assistant Secretary ex Officio
Betty Parker	Assistant Treasurer ex Officio

RESOLVED FURTHER, that Resolution 90-20-30, adopted June 17, 2020 hereby superseded and canceled; and

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

Director Troutman made a motion to adopt the updated resolution for the Appointment of Officers to reflect the new Treasurer. Director Moldow seconded the motion.

By unanimous consent, the Resolution for Appointment of Officers was adopted.

14. The Board did not take a break.

15. Committee Reports

15a. Report of the Finance Committee/Financial Reports – Director Troutman gave a presentation on the Treasurer’s Report and resale history. The Committee met on June 29, 2020; next meeting August 19, 2020, at 1:30 p.m. as a virtual meeting.

- (1) GRF Treasurer’s Report – Director Troutman
- (2) GRF Finance Committee Report—Director Troutman
- (3) Purchasing Task Force – President Carpenter. The Task Force met on February 10, 2020.

15b. Report of the Community Activity Committee – Director Carpenter gave an

updated from the Committee. The Committee met on June 11, 2020; next meeting August 13, 2020, at 1:30 p.m. as a virtual meeting.

(1) Equestrian Center Ad Hoc Committee – The next meeting TBA.

15c. Report of the Landscape Committee – Director Moldow gave an update from the Landscape Committee. The Committee met on February 12, 2020; next meeting August 12, 2020 at 1:30 p.m. as a virtual meeting.

15d. Report of the Maintenance & Construction Committee – Director Garthoffner gave an update from the Maintenance & Construction Committee. The Committee met on June 10, 2020; next meeting August 12, 2020 at 9:30 a.m. as a virtual meeting.

(1) Report of the Performing Arts Center (PAC) Renovation Ad Hoc Committee – Director Troutman. The Committee met on July 13, 2020; next meeting TBA.

(2) Report of the Clubhouse 1 Renovation Ad Hoc Committee – Director Moldow. The Committee met on June 1, 2020; next meeting TBA.

15e. Report of the Media and Communications Committee—Director Carpenter gave an update on the Committee. The Committee met on June 15, 2020; next meeting will be held on August 17, 2020, at 1:30 p.m. as a virtual meeting.

15f. Report of the Mobility & Vehicles Committee – Director Troutman gave an update from the Mobility & Vehicles Committee. The Committee met on February 5, 2020; next meeting August 5, 2020, at 11:00 a.m. as a virtual meeting.

15g. Report of the Security & Community Access Committee – Director Tibbetts gave an update from the Security & Community Access Committee. The Committee met on February 24, 2020; next meeting August 24, 2020, at 1:30 p.m. as a virtual meeting.

(1) Report of the Laguna Woods Village Traffic Hearings – Director Horton. The Traffic Hearings were held on February 19, 2020; next Traffic Hearings will be held on August 19, 2020 at 9:00 a.m. and 1:00 p.m. as a virtual meeting.

(2) Report of the Disaster Preparedness Task Force – Director Troutman. The Task Force met on July 28, 2020; next meeting September 28, 2020 at 9:30 a.m. as a virtual meeting.

15h. Strategic Planning Committee – Director Pearlstone. First meeting TBA.

16. Future Agenda Items - *All matters listed below are items for a future Board Meetings. No action will be taken by the Board on these agenda items at this meeting. The Board will take action on these items at a future Board Meeting.*

16a. Obsolete Equipment

16b. Potential Sponsorship of the Wellness Route

17. Directors' Comments

- Director Garthoffner commented that residents do not want to see an assessment increase this year. He commented we have the lowest number of cases of COVID-19;
- Director Moldow commented about assessments and because the insurance is increasing it will be difficult not have an increase in assessments;
- Laurie Poole, Esq. thanked the Board for giving her firm the opportunity to serve as the Board's legal counsel.

18. Recess - *At this time, the Meeting recessed for lunch and reconvened to Executive Session to discuss the following matters per California Civil Code §4935: Member Disciplinary Matters; Personnel Matters; Contractual Matters; and Litigation Matters.*

The meeting was recessed at 11:30 a.m.

Summary of Previous Closed Session Meetings per Civil Code §4935.

*During the June 27 & 28, 2020 – Special Email Closed Meeting the Board:
Discussed the COVID-19 Emergency Temporary COVID-19 Facial
Covering Rules*

*During the June 29, 2020 – Special Email Closed Meeting the Board:
Discussed the COVID-19 Emergency Temporary COVID-19 Facial
Covering Rules*

*During the July 7, 2020, Regular Closed Session, the Board:
Approved the Agenda*

Approved the Minutes of:

- (a) June 2, 2020—Regular Closed Session*
- (b) June 8, 2020 – Special Closed Meeting*
- (c) June 15, 2020 – Special Closed Meeting*
- (d) June 25, 2020—Special Closed Meeting*
- (e) June 26, 2020—Emergency Closed Meeting*

Discussed Member Disciplinary Matters

Discussed and Considered Personnel Matters

Discussed Legal/Legislation Matters

Discussed COVID-19 Emergency Issues

*During the July 19, 2020, Special Emergency Closed Meeting, the Board:
Approved the Agenda*

Discuss and Consider Resolution Regarding COVID-19 Temporary Facial Covering Rules

*During the July 24, 2020, Special Closed Meeting the Board:
Approved the Agenda
Discuss New Legal Counsel*

19. Adjournment

The meeting was adjourned at 2:45 p.m.

Judith P Troutman

Judith Troutman, Secretary of the Board
Golden Rain Foundation



RESOLUTION 90-20-36

BOARD RESOLUTION REGARDING THE ADOPTION OF MODIFIED TEMPORARY COVID-19 RULES

RECITALS

WHEREAS, on June 26, 2020, the Third Laguna Hills Mutual and United Laguna Woods Mutual Boards of Directors adopted Temporary COVID-19 Rules on an emergency basis in response to the ongoing public health threat to members/residents of each of said Mutuels from the COVID-19 disease outbreak and global health pandemic (the “Disease”).

WHEREAS, Mutual No. Fifty which had previously implemented comprehensive restrictions to reduce risk of exposure to the Disease, supported the Temporary COVID-19 Rules adopted on an emergency basis by Third Laguna Hills Mutual and United Laguna Woods Mutual on June 26, 2020.

WHEREAS, the Boards of Directors of Third Laguna Hills Mutual, United Laguna Woods Mutual, and Mutual No. Fifty sought unanimity among all corporations within Laguna Woods Village, including the Golden Rain Foundation, pertaining to the adoption of Temporary COVID-19 Rules due to the severity of the public health crisis facing the entire Laguna Woods Village Community.

WHEREAS, on July 6, 2020, Third Laguna Hills Mutual held a Special Meeting (closed) and authorized the formation of a committee (two members from each corporation) to review and make changes to the resolution adopted by Third Laguna Hills Mutual and United Laguna Woods Mutual on June 26, 2020, and supported by Mutual No. Fifty, to achieve critical unanimity among all corporations within Laguna Woods Village.

WHEREAS, designated representatives of the boards of directors from the Golden Rain Foundation, Third Laguna Hills Mutual, United Laguna Woods Mutual, and Mutual No. Fifty met on July 14, 2020, and as needed thereafter, to achieve unanimity among the corporations and develop modified Temporary COVID-19 Rules to be considered on an emergency basis by each corporation in response to the Disease.

WHEREAS, the Board of Directors of the Golden Rain Foundation of Laguna Woods held a duly called emergency meeting on July 18, 2020, at which a quorum of the Board was present.

WHEREAS, the meeting of the Golden Rain Foundation Board was held on an emergency basis pursuant to California Civil Code Section 4923, as unforeseen circumstances require immediate attention and action by the Board where notice for such meeting was impractical.

WHEREAS, a majority of the members of the Golden Rain Foundation Board determined that in accordance with California Civil Code Section 4360(d), immediate rule changes are required to compel residents to refocus on utilizing face coverings and social distancing (creating a 6-foot distance between people) in light of the ongoing threat of public health to the Golden Rain Foundation's members in light of the Disease.

WHEREAS, in light of ongoing health concerns relating to the transmission of the Disease and the ease with which it spreads, the State of California has mandated that all persons be required to wear a cloth face covering while not within their homes and to maintain social distancing as referenced above.

WHEREAS, the modified Temporary COVID-19 Rules shall be adopted on an emergency basis, without notice or a member review and comment period, in accordance with California Civil Code Section 4360(d) and shall be effective for one hundred twenty (120) days from the effective date of the initial Temporary COVID-19 Rules adopted by Third Laguna Hills Mutual and United Laguna Woods Mutual, unless the Board modifies or rescinds the modified Temporary COVID-19 Rules on an earlier date pursuant to formal Board action. It is understood that the conditions and general health advice pertaining to the Disease may change from time to time and at any time; as such, the Board acknowledges that future changes to the modified Temporary COVID-19 Rules may be required and shall be reasonably made, as applicable, within the Board's discretion.

WHEREAS, the modified Temporary COVID-19 Rules shall be hereby adopted pursuant to this Resolution and shall be deemed an effective governing document and effective operating rules for Golden Rain Foundation.

RESOLUTION

IT IS HEREBY RESOLVED that the foregoing recitals are incorporated into and made a part of this Resolution.

IT IS HEREBY FURTHER RESOLVED that the modified Temporary COVID-19 Rules are hereby adopted on an emergency basis in accordance with California Civil Code Section 4360(d). A copy of the Temporary COVID-19 Rules is enclosed with this Resolution and incorporated into and made a part of this Resolution in their entirety.

IT IS HEREBY FURTHER RESOLVED that a copy of this Resolution and the Temporary COVID-19 Rules shall be distributed and/or posted in a manner deemed suitable by the Board to adequately notify GRF's membership.

**CERTIFICATE OF SECRETARY
OF
GOLDEN RAIN FOUNDATION OF LAGUNA WOODS**

I, the undersigned, do hereby certify that:

1. I am the duly appointed and acting Secretary of Golden Rain Foundation of Laguna Woods, a California nonprofit mutual benefit corporation; and
2. The foregoing Resolution of the Board of Directors of Golden Rain Foundation of Laguna Woods was approved by a majority of a quorum of the Board members during a duly held emergency Board meeting held on July 18, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this ____ day of _____,
_____.

By: _____

Name: _____

Title: Secretary

this page intentionally left blank



Village Management Services, Inc.

Joint Boards COVID-19 Resolution on Face Covering Rules, Large Gathering Rules, Fine Schedule and Collective Enforcement

It has been observed that many Laguna Woods Village residents have become lax, over time, in observing face covering /mask usage and social distancing requirements. The purpose of this resolution, which is to refocus residents on these practices for the common good, presents clear written rules for all to follow and provides for penalties/fines for habitual rule breakers.

Item	Description
1 Face coverings in public areas: Owners/Shareholders	<ul style="list-style-type: none"> • Require face coverings in Village public areas, including: <ul style="list-style-type: none"> ○ Every public area within the Village (sidewalks, streets, parking lots, open areas, creek areas), including walking to and from manor, car, mailbox, laundry room, etc. Car interiors are not considered public areas. ○ Exception pursuant to state law: For active exercise within conditionally opened sports areas, specifically on golf courses, tennis/pickleball/paddle tennis courts, lawn bowling greens and in swimming pools when 6-foot social distancing requirement is met. Refer to GRF procedures pertaining to conditional reopening of these facilities for more information; ○ Exception pursuant to state law: Children 2 years of age and younger; ○ Exception pursuant to state law: Persons with a medical or mental health condition, or disability that prevents wearing a face covering. This includes persons with a medical condition for whom wearing a face covering could obstruct breathing or who are unconscious, incapacitated or otherwise unable to remove a face covering without assistance. These individuals are required to wear a face shield within the Village if possible; and ○ Exception pursuant to state law: Persons who are hearing impaired, or communicating with a person who is hearing impaired, where the ability to see the mouth is essential for communication. These individuals are required to wear a face shield within the Village if possible.

Item	Description
	<ul style="list-style-type: none"> • Face covering: Material that is worn covering the nose and mouth. Face shields are not acceptable when worn without appropriate face covering. • Penalty owner/shareholders: There will be escalating fines based on the number of violations. <ul style="list-style-type: none"> ○ First violation: Fine \$0 ○ Second violation: Fine \$100 ○ Third violation: Fine \$250 • Suspension of privileges/rights: Suspension of membership privileges for a period of up to 30 days for a single noncontinuing violation. Membership privileges for any continuing violation may be suspended for so long as such continuing violation exists and remains uncured. • Hearing process: In accordance with the Davis-Stirling Common Interest Development Act.
2 Face covering check at gates in guest lanes	<ul style="list-style-type: none"> • Require each driver and passenger entering Village in the guest lane to demonstrate possession of face covering. • Deny access to drivers and passengers who do not have face coverings for each occupant in the vehicle.
3 Face coverings in public areas: Contractors (private and VMS), service providers, visitors	<ul style="list-style-type: none"> • Require face coverings in Village public areas, including: <ul style="list-style-type: none"> ○ Every public area within Village (sidewalks, streets, parking lots, open areas, creek areas), including walking to and from any manor, car, mailbox, laundry room, etc.; and ○ For contractors and service providers: When loading and unloading vehicles, carrying tools and equipment to manor, taking breaks and similar activities. ○ USPS employees must adhere to Postal Service policy, which requires employees to wear face coverings in areas where state and local governments have ordered or directed people to wear face coverings. • Penalty for violations by contractors, service providers, visitors: <ul style="list-style-type: none"> ○ First violation: Village access suspended 14 days ○ Second violation: Village access suspended 30 days ○ Third violation: Village access suspended 60 days

Item	Description
4 Large gatherings	<ul style="list-style-type: none"> Prohibit large group gatherings in any open space; large groups are defined as more than 15 individuals per group. Penalty owner/shareholders: There will be escalating fines based on number of violations. <ul style="list-style-type: none"> First violation: Fine \$0 Second violation: Fine \$100 Third violation: Fine \$250 Suspension of privileges/rights: Suspension of membership privileges for a period of up to 30 days for a single noncontinuing violation. Membership privileges for any continuing violation may be suspended for so long as such continuing violation exists and remains uncured. Hearing process: In accordance with the Davis-Stirling Common Interest Development Act.
5 Indoor activities	<ul style="list-style-type: none"> Prohibit indoor activities at GVA recreation rooms.
6 Temperature checks: Community Center	<ul style="list-style-type: none"> Maximize number of Community Center employees who telecommute; limit number of Community Center employees who must be present on any given day. Require temperature checks of employees entering Community Center. Deny access to employees with temperature greater than 100.4 degrees pursuant to CDC guidelines.
7 Temperature checks: Contractors (private and VMS) and service providers	<ul style="list-style-type: none"> Require contractors and service providers to require daily employee temperature checks as part of their pandemic response plans prior entering the Village. Contractors and service providers must not send employees to the Village when temperatures exceed 100.4 degrees pursuant to CDC guidelines.

Timeline

- Effective date: Monday, June 29, 2020
- Warning period: Monday, June 29, to Sunday, July 5, 2020
- Enforcement begins: Monday July 6, 2020
- Updated: Tuesday, July 28, 2020
- Duration: Maximum of 120 days from effective date

Enforcement Notes

- Citations will be issued to violators as residents of United Mutual, Third Mutual or Mutual No. Fifty regardless of violation location.
- Hearing will occur in accordance with the Davis-Stirling Common Interest Development Act.
- United Mutual, Third Mutual or Mutual No. Fifty would take responsibility for levying of fines and suspension of cable television service for nonpayment.
- GRF would take responsibility for suspension of GRF membership as part of any continuing violation.

Disclaimer

- This policy is intended to reduce risk of exposure to the COVID-19 virus but is not a guarantee of your health/safety. Residents should use their own good judgment in determining the amount of risk of exposure in using any shared facilities or amenities. Risk of exposure involves many factors out of the control of the Village corporations and management, including the compliance (or noncompliance) and safe/unsafe behavior of others using the same facilities or amenities.
-

GOLDEN RAIN FOUNDATION **RULES FOR BOARD MEETINGS**

I. INTRODUCTION

Successful, efficient and orderly Board meetings benefit everyone in the community. Mutual Members ("Members") have the right to observe the open board meetings and are encouraged to attend, but meetings which are disorderly or too long can be discouraging.

These Rules inform Directors and all others in attendance at Board meetings as to what is expected of all attending Board meetings, and how attendees are expected to conduct themselves. The goal is orderly and efficient meetings, protection of Owners' right to observe productive deliberations, and enhancement of the governance and the membership experience in the Golden Rain Foundation ("GRF").

II. BOARD MEETINGS

A. Regular Board Meetings

Notice of the date, time, location, and agenda of regular Board meetings will be provided by posting in the Clubhouse kiosks and the Community Center bulletin board and on the Village web site a minimum of four days before the meeting is to take place. Board meetings are open to all Mutual Members to attend and observe. Non-Members may attend at the discretion of the Board of Directors.

Normally, regular Board meetings are held in the morning on the first Tuesday of each month. However, four days posted advance notice is always given of all open Board meetings except in case of emergency. Regular Board meetings are normally held in the Board Room on the ground floor of the Community Center at 9:30 a.m., except in case of emergency requiring meeting to be held by video or telephone conference.

B. Special Meeting or Altering Location, Date or Time

If a special Board meeting is called or if the location, date, time, or agenda of a Board meeting is to be changed, all Members will be notified at least four days prior to the meeting by posting in the Community Center and on the Village web site, except in case of emergency or compliance with Civil Code 4930(d). In an emergency, the President or any two Directors may call for a Board meeting on shorter notice.

C. Attendance

Members may attend Board meetings, but Executive Session meetings are closed. A "Member" is not a tenant, guest, family, or legal counsel of the Member.

D. Agendas

1. **Preparation.** Agendas are prepared by the President ¹, in cooperation with management staff. At least ten calendar days prior to a Board meeting, the President will inquire if any Director requests inclusion of an agenda item.

2. **Request for inclusion.** Up to close of business one week prior to a Board meeting, a Director may request an item be included in an agenda, by submitting the action requested and an explanation of the reason for the request. A Director requesting an agenda item is responsible to present that item to the Board with supporting information if the item is included in the agenda.

3. **Rejected agenda items.** The Chair with the assistance of Management Staff shall include a requested item in the agenda unless the item:

- Has no suggested action;
- Is redundant with an item already on the agenda or was addressed in a Board meeting in the previous three months;
- Must be discussed in Executive Session;
- Would make the agenda unduly lengthy (and so will be postponed to the next agenda);
- Is sent first to a committee for recommendation; or
- Is, based on the advice of legal counsel, proposing action barred by law.

4. **Board request for agenda item.** Notwithstanding the foregoing, if an agenda item is requested in writing or by electronic mail by at least six Directors at least one week before the Board meeting, the Chair shall include it in the Agenda for the open meeting or the Executive Session meeting, depending upon the item.

5. Member Request for Agenda Item.

- a) A Mutual Member may request in writing to the President in advance that a topic be added to the agenda, but the President with the assistance of Staff will determine in the President's discretion whether the requested topic will be included in the agenda.
- b) A topic will also be added to the agenda if at least one week prior to the scheduled Board meeting, Staff receives a petition signed by at least seventy five (75) different Mutual Members.
- c) Any requested agenda topic may be rejected or deferred under Rule D(3) above.
- d) A Member who has requested an agenda item which is placed on the agenda ("Requesting Member") may present the topic to the Board immediately before the Board begins any deliberation of the item. The Requesting Member may speak on the matter for up to five minutes. Only one person may be considered the "Requesting Member" for the purpose of addressing the Board. The Board may by majority motion give the Requesting Member more time to speak.

¹ Any action to be taken by the President may be taken by the First Vice President or the next officer in order as stated in the By-laws if the President is unable to attend or participate.

6. **Board Packets.** Board packets, meaning the agenda and supporting materials, will be made available by Staff to the Board prior to the close of business no less than five calendar days prior to the Board meeting.

7. **No discussion of matters not disclosed on agenda.** The Board may not discuss subjects which are not on the agenda unless the matter is determined by a majority of the Board to involve an emergency, or unless the matter arose prior to the meeting but after the agenda was published and at least eight Directors concur that the matter requires immediate action.

Sample agenda. The following is a typical Agenda:

- Call to Order, Roll Call & Confirmation of Quorum.
- Pledge of Allegiance
- Welcome
- Announcements (including announcements required by these Rules)
- Open Forum (see Rule “F” below)
- Reading and Approval of Minutes From Previous Meeting
- Consent calendar
- CEO Report
- Receipt of Written Reports (if applicable)
 - 1. President
 - 2. Secretary/Correspondence
 - 3. Treasurer/Financial
 - 4. Special/Committee Reports (further discussion below)
- Unfinished business
- New Business
- Adjournment

E. Committees: Reports, Meetings

1. GRF Committees are welcome to present reports to the GRF Board. If a Committee has a report to present, it must be presented to staff in writing at least one week prior to the scheduled Board meeting.
2. If a Committee recommends Board action, such recommendation should be clearly highlighted and stated in the written report, either at the beginning or end of the report. If a Committee report recommends Board action, a Committee representative must be present at the Board meeting, prepared to answer questions from the Board regarding the Committee recommendation.
3. If a Committee report does not recommend any action, Directors will not ask the Committee Representative any questions, nor will Directors discuss the report. Only action items recommended by a Committee report and on the Board’s posted agenda may be discussed by the Board.
4. Any Committee reports will be included in the board packets if they are timely submitted. Committee reports which do not contain a request for

action will be noted in the minutes as “received.”

5. A committee request for action shall be placed by the Chair or staff on the agenda, unless it is subject to rejection or deferral under Rule D(3).
6. A Committee Chair or designee may present an oral summary of a written report, or other Committee highlights, with a time limit of 2 minutes. If a Committee did not meet in the month prior to the Board meeting, no oral summary or Committee highlights will be presented at the Board meeting.

F. Open Forum

The Open Meeting Act, Civil Code §§4900-4950, provides that Board meetings are open to Mutual Members (“Members”). A “meeting” under the law is “a congregation of a majority of the members of the board at the same time and place to hear, discuss, or deliberate upon any item of business that is within the authority of the board.” The Board thus may not exclude Members from attending, absent discipline imposed as provided herein. The only exception is for Executive Session as discussed further below.

1. Time for Open Forum. Open Forum will normally occur at the early portion of Board meetings. The agenda may also provide for a second Open Forum time at the end of the agenda. The Board may by motion re-open Open Forum on a specific agenda item, or reschedule Open Forum within the agenda.

2. Member’s Right to Speak. Open Forum is a valuable and legally required portion of every open Board meeting. Open Forum is the opportunity for the Member to inform the Board of matters of concern to GRF.

- a) Open Forum is only for Mutual Members. During Open Forum, a Member may speak to the Board on any topic not on the agenda. However, a Member may not speak twice on the same subject during a Board meeting, nor may a co-owner of the Member also speak. The purpose of Open Forum is to inform the Board of viewpoints or information of which the Board may not be aware regarding GRF matters. Therefore, although a Member may use their time to speak upon any topic of interest to the Member, Members are advised that the Board may not be as attentive to comments on matters outside the Board’s jurisdiction.
- b) At the start of Open Forum, Members wishing to speak in Open Forum during agenda item discussion must complete a speaker form and submit it to the staff member responsible. Each member may speak for up to three minutes. In the event more than ten Members indicate a desire to speak, the time limit per speaker may be shortened to two minutes.
- c) Open Forum is the time for Members to speak and provide additional opinions and viewpoints to the Board, and is not a time for the Board to speak. Directors will listen and not respond or otherwise interrupt a speaker during Open Forum. A response, if any, by a Director or Staff to Open Forum remarks or questions shall be after the close of Open Forum. The Chair may appoint a Director or Staff member as

timekeeper.

- d) So long as the Open Forum comments comply with these Rules, neither staff, the Chair, nor other Director shall interrupt the speaker.
- e) The statements made by Members in Open Forum only those of the speaker and are not the position of the GRF or the Board, and GRF takes no responsibility as to the content of Open Forum comments. At the beginning of Open Forum, the Chair shall remind all attending as to these Rules regarding Open Forum.

3. Open Forum During Agenda Item Discussions (“Additional Open Forum”).

- a) The Agenda may designate certain action items as eligible for Additional Open Forum, meaning Member input after the initial Open Forum session, limited to a given topic.
- b) During Board deliberations of an agenda item designated for Additional Open Forum, Members indicating a desire to speak by having completed and submitted a speaker form may speak for up to three (3) minutes on the agenda item when called upon.
- c) A Member (or co-Owner of a Member) shall only speak once on a given agenda item.
- d) Once the Chair determines that all have spoken who wished to speak, or that no one has indicated a desire to speak, the Chair shall announce Additional Open Forum is closed, and the Board shall resume and conclude its deliberations on the item.
- e) Additional Open Forum will only be conducted on Agenda action items on which a motion has been made and received a second, and Additional Open Forum will not be conducted on Consent Calendar items, Committee Reports, or on topics upon which a topic upon which a motion which was not made or on a motion which did not receive a second. Members may be called upon to speak on the agenda item only after the Directors have had an opportunity for initial deliberation upon the subject.

4. Member Observation of Deliberations. Except for Open Forum or Additional Open Forum, Members may not speak to the Board, and shall quietly observe Board deliberations. Applause, boos, or other audible or physical response to Board deliberations or decisions is out of order and could result in removal of offenders.

5. Addressing the Board During Open Forum. When speaking, the Member will identify Member’s name and Manor, and will stand at the speaker’s podium if physically able to stand, and will address the Board, not the audience.

G. Meeting Conduct

Directors, Members and anyone else permitted to attend the meeting will conduct themselves in a reasonable manner. The following conduct is strictly prohibited:

- Profane or obscene language;
- Slurs involving race, religion, ethnicity, national origin, gender, disability, marital status, sexual orientation, gender identity, citizenship, ancestry, language, source of income, medical condition, veteran or military status, or age;
- Shouting or yelling;
- Physical threats, including non-verbal communications such as gestures or using body language in such a way as to intimidate;
- Pounding on tables, lecterns, or other furniture or throwing items; and
- All other unreasonable and disruptive behavior which does not allow Members to peacefully observe the proceedings, or which otherwise impedes the ability of the Board to peacefully conduct its deliberations and the Members to peacefully observe those deliberations.

Directors will also refrain from making comments which:

- Divulge information from closed sessions;
- Divulge attorney client privileged confidential advice; or
- Maliciously malign any person, business or entity.

To create a positive atmosphere, all persons present will be seated (unless some handicap exists by which they cannot be seated) and will remain seated at all times when others are speaking, except when called upon to speak for their turn in Open Forum. Neither Directors nor anyone addressing the Board will be allowed to speak while standing or hovering over someone else. All in attendance must behave in a professional and orderly manner. Directors shall refrain from interrupting each other or from making audible “sidebar” remarks while a fellow Director is speaking. Directors shall keep their microphones off except when they are addressing the Board.

H. Violation of Rules

Anyone (Member or Director) violating these Rules may be:

- 1) First warned by the Chair,
- 2) Then warned by majority vote of the Board, and
- 3) Then by majority vote of the Board asked to leave the meeting.
- 4) In the event a person refuses to leave after the Board votes to eject the individual, the meeting shall be recessed until such time as security and/or law enforcement can be summoned to assist or until the person voluntarily leaves.

The Board may schedule a disciplinary hearing to determine whether a Member or Director will as a result of violation of these Rules be suspended from attending one or more future Board meetings as well as any other appropriate disciplinary measures.

A non-Member who is permitted to attend but disrupts a Board meeting may be ejected upon majority Board vote without warning.

I. Parliamentary Procedure

Meetings will generally follow “Robert’s Rules of Order.” In brief, there should be no discussion on an item unless and until motion is made and there is a second to the motion. A motion is a proposal that the Board takes a stand or takes action on some issue. Only Directors can make motions.

The Resolution or motion recommended by a Committee report shall be considered as a motion and need not have a second for discussion to commence, so long as the recommendation has been stated on the agenda at least four days in advance of the meeting, absent emergency.

The Chair, normally the President, may call for a motion or, if temporarily passing the gavel, may make a motion. If there is no second to a motion, the issue is dropped. If a motion receives a second, then the Chair will ask for debate and discussion. Fair play, courtesy and cooperative behavior is preferred over strict compliance with Robert’s Rules.

J. Recording of meetings: Minutes

The proceedings of Board meetings shall not be electronically recorded, except by “Village TV”. Any other recording devices (audio, video or photographic) at Board or committee meetings are forbidden. The proceedings of such meetings shall be recorded in the minutes of the meeting. Minutes of Board meetings are prepared by the Secretary or, if the Board directs, by a Recording Secretary who need not be a Director. Minutes shall record actions taken, but shall not record commentary or statements by Directors, or comments during Open Forum.

K. Board Deliberations

1. Directors will deliberate only those topics on the agenda, except for emergency matters, and after a motion has been made and seconded by a Director. Unless a Director is only asking a question, Directors will indicate at the beginning of their remarks if they speak for or against the pending motion.

2. Generally, the motion initiating discussion should be made by the Director requesting the item to be placed on the agenda, but any Director may move for action recommended by a Committee Report.

3. Directors shall:

- Cooperate to keep their remarks on the topic of a motion,
- Speak to each other,
- Not address the live audience or the television audience, and
- Avoid repetition of points already made, or repeating their own previous remarks on a motion.

4. If a Director violates the standards set forth in these Rules, the Chair may remind the Director of the standard being violated, and will then request the Director to bring their conduct into compliance. In the event a Director continues to violate these Rules, the Board may proceed pursuant to subpart II(H) herein.

5. Motions may be amended in at least two ways:

A motion, after receiving a second, may be amended by a motion, which motion must also receive a second and a majority vote.

A motion may also be amended when the author of the original motion and the maker of the second to the motion consent to a proposed amendment to the motion. If the second also consents, the motion is

amended and deliberations continue on the motion as amended.

6. There is no deliberation of items on the Consent Calendar. Any Director may at the appropriate time in the agenda ask for an item in the Consent Calendar to be removed to New Business for discussion. The consent calendar and all items remaining in it are not discussed, but passed on a single motion, second, and vote.

L. Board and Committee Member Comments During Meetings

- The statements, remarks, or comments of Directors, committee members, staff, consultants or other guests during Board or Committee Meetings or as written in committee reports are not comments of GRF and only the speaker's or author's opinions.
- The position of GRF is only that expressed in Motions or Resolutions which are adopted by the Board of Directors.
- The Chair of any Board or Committee Open Meeting shall make an announcement at the beginning of the Board or Committee meeting which recites the first two sentences of this section verbatim.

M. Chair

1. The Chair shall be the President, if present at the meeting, unless the Chair passes the gavel temporarily to the First Vice President. If the First Vice President is unavailable, then the Second Vice President may serve as Chair. If neither the President, First or Second Vice President are in attendance, a majority of the Board may elect a temporary Chair.
2. The Chair may discuss and vote on any motion, unless the Chair recuses itself.
3. If the Chair wishes to make a motion, the Chair shall pass the gavel to the First Vice President or next Officer in succession until deliberation of the motion is concluded by a vote on the motion.
4. The Chair shall be entrusted with the orderly progress of the Board's deliberations. In the event the Chair perceives that deliberations have ceased to move the discussion forward (either because unanimity already exists; debate has become repetitive or otherwise unduly lengthy; positions on a motion have become clear; or because the Board is not ready to decide on the matter), the Chair shall call for a motion to close debate, or a motion to table the matter.
5. The relationship between the Board and Chair should be one of mutual respect. The Board should give respect and deference to the Chair's leadership in moving deliberations forward, while the Chair should give respect and not request a conclusion to deliberations of a matter if the Board majority wishes to continue deliberation of a topic.
6. Any Director also may move the previous question, which is not debatable, and requires a two thirds vote to conclude deliberations so that the matter being deliberated may be voted upon.

III. EXECUTIVE SESSION

A. Purpose of Executive Session

Executive Session meetings allow the Board of Directors to address issues of sensitive nature, which may involve attorney client privilege or other privacy rights. It is important that all information discussed and disclosed at these sessions remain private.

The Board may meet in Executive Session only on the following subjects:

1. Litigation or threatened litigation.
2. Formation of Contracts.
3. Member disciplinary hearings (i.e.: imposing fines or other penalties).
4. Hearings on GRF reimbursement claims against a Member
5. Member's proposal of a payment plan for delinquent assessments.
6. Voting on the decision to foreclose upon an assessment lien.
7. Personnel issues.
8. Requests for accommodation of disabilities under applicable Fair Housing laws.

Board minutes of the next open session meeting will contain a general note of the actions taken in closed session.

B. Confidentiality Agreement

To protect GRF and Members, each Director shall annually sign a confidentiality agreement before attending and participating in Executive Session meetings. A Director who refuses to do so will not be permitted to attend Executive Session meetings, and legal counsel will not copy that Director on confidential communications, nor participate in legal advice discussions with that Director present.

The Confidentiality Agreement shall state substantially as follows:

"I, _____ (Name), after having been duly elected or appointed as a Director of Golden Rain Foundation, do hereby agree and promise that all information which is disclosed by or to me, orally or in writing, and all discussions held at an Executive Session Meeting of the Board and all attorney advice shall be kept confidential and shall remain confidential, even after I am no longer a Director. I understand that this means that anything I say, hear or see at an Executive Session Meeting may not be discussed with anyone outside of Executive Session.

I further understand that if I do not sign this Confidentiality Agreement or do not honor this Agreement, I will not be permitted to participate in or attend Executive Session Meetings or to receive confidential attorney-client communications. I further understand that I will be held responsible for any damages which result to GRF or Mutual Members if I violate this agreement."

C. Procedure for Setting

The notice for a meeting which is solely an Executive Session meeting must be posted two days in advance, unless it is an emergency Executive Session meeting. The notice should state that the only item of business to come before the Board will be held in Executive Session and that no issues will be discussed in open session.

D. Agenda Packets

Because of the sensitive nature of the subjects discussed in closed session, Directors will return their Executive Session agenda packets to management staff immediately upon adjournment of the meeting, or when they depart from the meeting, whichever occurs first.

IV. CLOSED SESSION HEARINGS

GRF conducts its disciplinary hearings and reimbursement claim hearings in closed session. The following rules are to inform both members and Directors regarding how these hearings are conducted.

A. Notification

If GRF is considering discipline or pursuing a reimbursement claim against a Member, it will first provide written notification to the Member, of a hearing to be held by the Board to consider the matter, at least fifteen days after the date the notification is sent to the Member (Bylaw 4.6.1). The notification will inform the Member the nature of the alleged violation or reimbursement claim.

B. Attendance

A Member being considered for discipline or a reimbursement claim may respond in writing or attend the hearing to address the Board regarding whether the Board should impose discipline or pursue reimbursement. The Member may bring witnesses. The Member may not bring legal counsel or personal representative. The Member being considered for discipline or reimbursement claim may not observe any complaining witnesses or observe the Board's deliberation of the matter. A Member may provide a written statement as a substitute for personally appearing at the hearing.

A Member complaining of a violation resulting in a hearing will not be permitted to attend or hear the Board's deliberation or the presentation by the Member being considered for discipline.

C. Addressing the Board

1. A Member being considered for discipline or reimbursement claim may speak to the Board for a maximum of ten minutes.
2. If a Member brings supporting documentation, it is suggested the Member bring one copy for staff, one copy for GRF legal counsel, and 11 copies for the Board.
3. If a Member brings supporting witnesses, an additional five minutes can be added to the member's time.
4. A Member complaining to the Board may address the Board for a maximum of five minutes.
5. Members addressing the Board should be prepared and organized for the hearing, to maximize their allotted time.

D. The Board's Decision

Following the hearing, the Board shall determine in good faith and in a fair and reasonable manner whether the Member should be disciplined or should reimburse GRF for common area damage. The Board will not suspend the voting rights of a Member so long as it is barred by Civil Code 5105(g)(1). The decision of a majority of a quorum of the Board shall be final. The Board will notify the Member being considered for discipline or reimbursement claim within fifteen (15) days of the hearing. The Board will not notify other Members of the Board's decision, which shall remain confidential.

E. Limitation on Challenge

Any action challenging a disciplinary action or reimbursement determination taken against a Member must be commenced within one year after the effective date of the decision. (Bylaw 4.6.4).

Rules adopted on August 4, 2020 by the Board of Directors.

Golden Rain Foundation Recreation Department Policy Clubs/Groups/Organizations

A. General

1. Residents requesting to form a club/group/organization must first submit a request form to Recreation Staff stating the purpose and/or objective of the proposed club/group/organization and the full names, signature, address and telephone number of 20 Residents requesting membership in the new club/group/organization.
2. Club status is limited to 250 clubs/groups/organizations; additional inquiries will be placed on a waitlist until space becomes available.
3. Compliance with GRF rules, policies and procedures, including the guest policy, must be a condition for membership in the club/group/organization.
4. The club/group/organization must be organized for educational, social, cultural, recreational or other nonprofit purposes. Activities geared towards minors are prohibited. All GRF policies supersede any written rules or governing documents of clubs/groups/organizations not directly in compliance with GRF policy.
5. The club/group/organization may not represent any business or commercial interest or activity and sales of products and/or services are strictly prohibited unless permitted by Recreation as a fundraiser.
6. Caterers, entertainers, speakers and instructors are permitted as service providers to the group, and they may provide business cards and contact information. No monetary transactions may take place within GRF's facilities with three exceptions:
 - a. Entertainers, speakers and instructors are allowed to sell the printed and/or recorded materials of their own creation during the event (for example, authors may sell their own books and entertainers may sell their audio/video recordings).
 - b. An entrance fee may be charged to cover the costs associated with an event.
 - c. Fundraising activities (see Page 8, Fundraiser).
7. The club/group/organization must be substantially supported by revenue from its members and from up to two Recreation Department-authorized fundraisers per calendar year (see Page 8, Fundraiser).
8. The club/group/organization must have a minimum of two executive club officers.
 - a. Which do not occupy the same residence.
9. Executive club officers must be a Resident of Laguna Woods Village.
 - a. One officer must be a Resident owner/shareholder.
10. The club/group/organization must have a minimum membership of 90 percent Laguna Woods Village Residents.
 - a. Nonresidents may participate as "guests" and must be accompanied by a Resident.
 - b. Nonresident members may not invite their own "guests."
11. An annual fee (refer to the GRF fee list), current membership roster and updated contact information must be submitted to the Recreation Department annually by March 31 to maintain club status.

12. All forms of club/group/organization publicity or advertising, unless more restrictively stated, must say "For Laguna Woods Village Residents and their guests only." Online publicity is permissible if the publicity is clear that the event is for Laguna Woods Village Residents and their guests only. Outside businesses, entertainers, caterers or speakers may not advertise Laguna Woods Village events.
13. Although GRF recognized clubs/groups/organizations are afforded promotional privileges by GRF, such organizations are entirely independent and therefore GRF assumes no liability for their acts.
14. The Recreation Department reserves the right to obtain financial information from any Laguna Woods Village club.

B. Fundraisers

1. Up to two GRF authorized fundraisers, per calendar year, are permitted for a club/group/organization.
2. Must be a GRF recognized club/group/organization hosting the event.
3. If fundraiser is for an outside organization the organization must be an IRS-recognized nonprofit organization such as 501(c) (3) qualified charitable nonprofit organization. A taxpayer ID number and letter of acknowledgement from the nonprofit organization is required.
4. Club/group/organization may sell products, hold silent auctions, fashion shows or events as approved by the Recreation Department.
5. Club/group/organization must complete a fundraiser agreement form 30 days prior to date of fundraiser event.

C. Room reservations

1. For general procedures, see Page 10, Room Reservations Recreation Department Policy.
2. Only executive club officers of a club/group/organization may check availability or make/change/cancel reservations on behalf of the club/group/organization.
3. A Laguna Woods Village club/group/organization may submit a request for a rollover reservation subject to:
 - a. The rollover must have a minimum of four identical reservations during the calendar year; all dates in the series must be for the same day of the month/week (such as first Tuesday, every Tuesday, etc.), at the same time and duration, and in the same room; no modifications (date, time, duration, location, etc.) are permitted.
 - b. No more than 104 rollover dates per club/group/organization.
 - c. A rollover processing fee will be applied to annual billing; in accordance with the GRF Fee list.
 - d. Cancellations are permitted but requestor must retain at least four reservations (if less than four, permanent reservation status will be forfeited for the next year).
 - e. Any new rollover reservation request or change to an existing rollover reservation for the following year must be received by March 15.
 - f. Rollover reservations are mailed out for review on August 1 and payment/signed rental agreement are due by September 15.
 - g. No refunds, credits or transfers of fees will be honored after a payment and signed rental agreement is received by the Recreation Department.

- h. Requestor may not have more than one Saturday night per month in a main lounge; no more than two Saturday nights may be held down as rollover reservations in any main lounge.
- i. Rollover reservations are not permitted in the Village Greens Facility.
- j. Lottery requests for religious holiday events take priority over club/group/organization rollovers and lottery requests.