



OPEN MEETING

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

NOTICE AND AGENDA

Wednesday, June 17, 2020 – 1:30 p.m.
Laguna Woods Village Community Center—Virtual Meeting
24351 El Toro Road

The purpose of the meeting is to consider legal matters pursuant to *Civil Code §4935*.

1. Call Meeting to Order/Establish Quorum
2. Approval of the Agenda
3. Member Comments
4. Resolution of the Board of Directors of United Laguna Woods Village to Call a Special Meeting of the Corporate Members of Golden Rain Foundation for the Purpose of Voting to Remove Directors Perak and English, and, if successful, to Vote to Fill the Vacancies Created by the Vote to Remove the Directors.
5. Director's Comments
6. Adjournment

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Resolution 01-20-xx
**RESOLUTION REQUESTING CORPORATE MEMBERS MEETING
TO RECALL DIRECTORS**

WHEREAS, the Golden Rain Foundation of Laguna Hills ("GRF") is the trustee of the Golden Rain Foundation of Laguna Hills Trust Agreement ("Trust");

WHEREAS, GRF is responsible for performing its duties and obligations subject to the terms and conditions of the Trust and GRF Bylaws;

WHEREAS, GRF approved, through a majority of its Directors, a Performing Arts Center project ("PAC");

WHEREAS, the PAC consists of improvements exceeding \$500,000;

WHEREAS, the GRF Board, majority, approved the PAC in violation of the GRF Bylaws, Sections 2.1.4(4) and 2.1.6; and

WHEREAS, such conduct by those Directors exposes the Trust and trust property to undue risk of loss; and

WHEREAS, the Directors of this Board have a fiduciary duty to ensure GRF preserves the property of the Trust and otherwise abides by the Trust and GRF's Bylaws;

WHEREAS, pursuant to Section 5.3 of the GRF Bylaws, a Special Corporate Member meeting may be called by a resolution approved by a majority of the Board of a Corporate Member;

THEREFORE, BE IT RESOLVED, June 17, 2020, that Village Management Services ("VMS") is directed, by the United Laguna Woods Village Board, to call a special meeting of the Corporate Members no less than thirty (30) days from today, so that the Corporate Members may vote to remove, without cause, Patricia English and Beth Perak from the GRF Board of Directors; and

BE IT FURTHER RESOLVED that the Corporate Members vote to fill the vacancies created by the removal, if successful, at the same meeting.

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

Sue Margolis, President
United Laguna Woods Mutual

Juanita Skillman, Secretary of the Board
United Laguna Woods Mutual