



OPEN MEETING

REGULAR MEETING OF THE UNITED LAGUNA WOODS MUTUAL
GOVERNING DOCUMENTS REVIEW COMMITTEE

Thursday, March 16, 2023 – 1:30 P.M.
BOARD ROOM/VIRTUAL MEETING
Laguna Woods Village Community Center

NOTICE & AGENDA

- | | |
|--|------------------|
| 1. Call to Order | Maggie Blackwell |
| 2. Approval of the Agenda | Maggie Blackwell |
| 3. Approval of Report: | Maggie Blackwell |
| a. January 19, 2023 | |
| b. February 16, 2023 | |
| 4. Chair's Remarks | Maggie Blackwell |
| 5. Member Comments (Items Not on the Agenda) | |
| Laguna Woods Village owner/residents are welcome to participate in committee meetings and submit comments or questions regarding virtual committee meetings using one of two options: | |
| a. 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 committee in the subject line of the email. Name and manor number must be included. | |
| b. Join the Committee meeting via Zoom at: https://us06web.zoom.us/j/99710468599 or by dialing 669-900-6833 Access Code: 997 1046 8599 | |

Items for Discussion and Consideration:

- | | |
|---|-----------------|
| 6. 3-Year Lease Expiration restrictions
for Membership Termination (Oral Discussion) | Pamela Bashline |
| 7. Subletting Rules (Oral Discussion) | Pamela Bashline |
| 8. Stock Certificate Correction | Pamela Bashline |
| 9. Accommodations for Disabled Residents | Jacob Huanosto |

Concluding Business:

- 10. Committee Member Comments
- 11. Future Agenda Items
- 12. Adjournment

***A quorum of the United Board, or more, may be present at the meeting.**

Maggie Blackwell, Chair
Jacob M. Huanosto, Interim Staff Officer
(949) 268-4207



OPEN MEETING

**REGULAR MEETING OF THE UNITED LAGUNA WOODS MUTUAL
GOVERNING DOCUMENTS REVIEW COMMITTEE**

Thursday, January 19, 2023 – 1:30 P.M.

BOARD ROOM/ VIRTUAL MEETING

Laguna Woods Village Community Center

24351 El Toro Road, Laguna Woods, CA 92637

MEMBERS PRESENT: Maggie Blackwell – Chair, Azar Asgari and Mary Simon via Zoom

MEMBERS ABSENT: None

ADVISORS PRESENT: Juanita Skillman, Mary Stone and Dick Rader

ADVISORS ABSENT: None

STAFF PRESENT: Jacob Huanosto, Ruby Rojas, Pamela Bashline and Jeff Spies

CALL TO ORDER

Maggie Blackwell, Chair, called the meeting to order at 1:36 p.m. and took a five-minute recess and recalled the meeting at 1:42 p.m.

APPROVAL OF THE AGENDA

Chair Blackwell made a motion to approve the agenda as presented. Director Asgari seconded the motion.

By way of consensus, the agenda was approved as presented.

APPROVAL OF MEETING REPORTS

Chair Blackwell made a motion to approve the meeting report from the November 17, 2022 meeting. Director Asgari seconded the motion to approve and added minor changes.

By way of consensus the motion passed.

CHAIR'S REMARKS

None

MEMBER COMMENTS

The Member's provided comments for the committee to address multiple topics.

ITEMS FOR DISCUSSION AND CONSIDERATION

Loans in United Laguna Woods Mutual

Ms. Pamela Bashline, Community Services Manager, discussed Loans in United Laguna Woods Village. The Committee members made comments and asked questions.

Director Blackwell, Chair made a motion to direct Staff to forward the Staff report today presented by Pamela Bashline in its entirety, as well as the Understanding Resale Packages booklets of 1-1-2022 to the Finance Committee for use by Ad Hoc Loans Committee. Director Asgari seconded the motion.

By way of consensus the motion passed.

Ms. Bashline and Mr. Spies left the meeting at 2:37 p.m.

Clutter Policy

The Committee reviewed the clutter policy and the policy governing personal items in common areas. The Committee made comments and asked questions.

The committee directed staff to amend the clutter policy to include clarifying language for items in the planter area and bring the matter back to the next committee meeting.

CONCLUDING BUSINESS:

Committee Member Comments

None.

Future Agenda Items

- Dual-membership
- Clutter Policy

Date of Next Meeting

The next meeting is scheduled for Thursday, February 16, 2023 at 1:30 p.m. in the Board Room.

Adjournment

With no further business before the Committee, the Chair adjourned the meeting at 2:57 p.m.

MABlackwell

MABlackwell (Feb 6, 2023 09:41 PST)

Maggie Blackwell, Chair
United Laguna Woods Mutual



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REGULAR MEETING OF THE UNITED LAGUNA WOODS MUTUAL
GOVERNING DOCUMENTS REVIEW COMMITTEE

Thursday, February 16, 2023 – 1:30 P.M.
BOARD ROOM/ VIRTUAL MEETING

Laguna Woods Village Community Center
24351 El Toro Road, Laguna Woods, CA 92637

MEMBERS PRESENT: Maggie Blackwell – Chair, Diane Casey, Azar Asghari via Zoom

MEMBERS ABSENT: None

ADVISORS PRESENT: Juanita Skillman, Mary Stone and Dick Rader

ADVISORS ABSENT: None

STAFF PRESENT: Blessilda Wright, Ruby Rojas, Pamela Bashline and Jeff Spies

CALL TO ORDER

Maggie Blackwell, Chair, called the meeting to order at 1:35 p.m.

APPROVAL OF THE AGENDA

Chair Blackwell made a motion to approve the agenda as presented.

By unanimous consent, the agenda was approved as presented.

APPROVAL OF MEETING REPORTS

Chair Blackwell made a motion postpone the review and approval of the January 19, 2023 meeting report.

By way of unanimous consent, the motion passed.

CHAIR'S REMARKS

None

MEMBER COMMENTS

The Member's provided comments for the committee to address multiple topics.

ITEMS FOR DISCUSSION AND CONSIDERATION

Loans in United Laguna Woods Mutual

Ms. Pamela Bashline, Community Services Manager, discussed Multiple Membership Owners in United Laguna Woods Village. The Committee members made comments and asked questions.

Director Casey, made a motion to approve Staff's recommendations stipulating that the Committee reaffirm its current Governing Documents which restrict membership to one unit, unless an Interim Dual Membership Agreement is approved by the Board of Directors. Chair Blackwell seconded the motion.

By a vote of 2-1-0 (Director Asghari voted: "No"), the motion passed.

Ms. Bashline and Mr. Spies left the meeting at 2:45 p.m.

Clutter Policy

Ms. Blessilda Wright, Compliance Supervisor, discussed the Clutter Policy. The Committee reviewed the Clutter policy. The Committee made comments and asked questions.

Director Casey made a motion to direct Staff to add to #7 reference Landscape Resolution 01-22-75 Personal Items in Common Area. Chair Blackwell seconded the motion.

By a vote of 2-1-0 (Director Asgari voted: "No"), the motion passed.

CONCLUDING BUSINESS:

Committee Member Comments

Director Casey stated good meeting.

Future Agenda Items

- Discuss and consider 3-Year Lease Expiration restrictions for Membership Termination
- Discuss and consider Subletting Rules

Date of Next Meeting

The next meeting is scheduled for Thursday, March 16, 2023 at 1:30 p.m. in the Board Room.

Adjournment

With no further business before the Committee, Chair Blackwell adjourned the meeting at 3:27 p.m.

MABlackwell

MABlackwell (Feb 24, 2023 13:48 PST)

Maggie Blackwell, Chair
United Laguna Woods Mutual



STAFF REPORT

DATE: March 16, 2023
FOR: United Governing Documents Review Committee
SUBJECT: Membership (Stock) Certificate Correction

RECOMMENDATION

Staff recommends removing a single phrase in the current membership (stock) certificate that continues to properly align with Resolution 01-18-47 adopted on May 8, 2018. Resolution 01-18-47 should be amended to include the correct phrase.

BACKGROUND

On May 8, 2018, the United Board of Directors adopted Resolution 01-18-47 which approved changes to the membership stock certificate. It was recently discovered that there was a misleading phrase in the certificate. In Attachment 2, the highlighted phrase "held only by those signing below" is incorrect and should be removed, as shown in Attachment 3.

DISCUSSION

Staff believes this scrivener's error was overlooked. When looking at Attachment 2, the last paragraph reflects two signature lines with no names. At the time of approval, we believe it was the board's understanding that the members would be signing the bottom of the certificate. This is in fact not the case. The two signature lines are currently reserved for the Vice President and Assistant Secretary as authorized by Resolution U-80-41, Attachment 4, adopted on April 22, 1980. If the names of the signers were in place at the time of review then we believe this mistake would have been caught and corrected.

FINANCIAL ANALYSIS

None.

Prepared By: Jeff Spies, Community Services Supervisor

Reviewed By: Pamela Bashline, Community Services Manager

ATTACHMENT(S)

ATT 1 - Resolution 01-18-47.
ATT 2 - Approved membership stock certificate.
ATT 3 - Corrected membership stock certificate.
ATT 4 - Resolution U-80-41.

MEMBERSHIP (STOCK) CERTIFICATE UNITED LAGUNA WOODS MUTUAL

WHEREAS, UNITED LAGUNA WOODS MUTUAL (“United” or “Corporation”) is a non-profit mutual benefit corporation, existing under and by virtue of the laws of the State of California, organized for the purpose of providing its Members with senior housing on a cooperative non-profit basis pursuant to the provisions set forth in its Occupancy Agreement, Articles of Incorporation and Bylaws;

WHEREAS, United, through its volunteer Board of Directors, is responsible for management, maintenance and administration of a residential stock cooperative common interest development (the “Development”) under United’s governing documents (which include, without limitation, the Occupancy Agreement, Articles of Incorporation, Amended and Restated Bylaws [“Bylaws”], operating rules and Board resolutions) which grant United the authority to manage and govern the affairs of the properties within United, and all applicable law, including the Davis Stirling Act, federal Fair Housing Act (“FHA”), Fair Employment and Housing Act (“FEHA”), and Unruh Civil Rights Act (“UCRA”);

WHEREAS, pursuant to Article II, Section 4(h) of the Bylaws, a “Member” is defined as “a Shareholder entitled to Membership in the Corporation as provided herein. Regardless of the number of persons or entities comprising the Shareholder, no Unit shall, at any time, constitute or include more than one Membership in the Corporation. Membership in the Corporation may not be separated from right of exclusive occupancy of the Unit, and shall transfer upon transfer of the Unit;”

WHEREAS; pursuant to Article II, Section 4(i) of the Bylaws, “Membership” is defined as “the legal relationship and status of being a Member of the Corporation, and an entitlement to the rights and privileges appurtenant thereto as defined herein. Membership rights and privileges may be limited, suspended or terminated as provided in the Governing Documents and by applicable law. ‘Membership’ may also refer to the Members collectively. A Member may not, either individually or jointly with one or more other persons or trusts, have more than one Membership in the Corporation without first obtaining the prior written approval of the Board of Directors. The granting of such approval shall be at the sole discretion of the Board of Directors. Memberships shall consist of persons who have been approved for Membership by the Board of Directors and to whom a Membership Certificate has been issued;”

WHEREAS, pursuant to Article II, Section 4(l) of the Bylaws, a “Shareholder” is a Qualifying Resident approved by the Corporation to exclusively occupy a Unit and to whom a Stock and/or Membership Certificate of the Corporation has been issued, or a Trust that has been approved as a Shareholder in the sole discretion of the Board and pursuant to the terms set forth in the Bylaws;

WHEREAS, Article II, Section 4(m) of the Bylaws states: “The Corporation shall issue a Certificate of Membership upon admission to Membership;”

WHEREAS, pursuant to Article III, Section 1 of the Bylaws, “Only persons at least 55 years of age and who meet the financial requirements and other eligibility requirements as may be established from time to time by the Corporation are eligible for Membership in the Corporation;”

WHEREAS, pursuant to Article III, Section 6 of the Bylaws, a Membership in the Corporation may transfer by last will and testament, intestate succession or trust bequest, only if approved by the Corporation;

WHEREAS, the Bylaws and current Membership (Stock) Certificates utilized by the Corporation do not specify in further detail that a Membership (Stock) Certificate is non-transferrable, whether by will, trust, intestate succession or otherwise, except as provided in Article III, Section 6 of the Bylaws;

WHEREAS, United’s Board of Directors has identified the need for further clarification as to the non-transferability of Membership (Stock) Certificates and to confirm/elucidate same by amending the Membership (Stock) Certificate;

WHEREAS, Article 3 of the Articles of Incorporation provides that United shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise;

NOW, THEREFORE, be it resolved that the Board of Directors of United has adopted the following Membership (Stock) Certificate, which evidences Membership in the Corporation (“Exhibit A”) and does not affect any other covenant, condition, restriction or other rule set forth in United’s Governing Documents:

MINUTE ATTACHMENT-MAY 8, 2018

(EXHIBIT A)

Certificate No. _____

UNITED LAGUNA WOODS MUTUALA NON-PROFIT MUTUAL BENEFIT CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA**MEMBERSHIP (STOCK) CERTIFICATE
(NONTRANSFERABLE)**

THIS CERTIFIES THAT _____, is/are the record owner(s) of one membership, in the form of a Membership (Stock) Certificate, **Series** _____ of UNITED LAGUNA WOODS MUTUAL, a California non-profit mutual benefit corporation, and is entitled to all of the benefits and privileges of membership, subject to all of the terms, conditions and restrictions set forth in the Articles of Incorporation, Bylaws and Occupancy Agreement of said corporation. Pursuant to the Bylaws of said corporation, this membership is subject to a lien to secure payment of any sums which shall be due from the record owner of this membership for any reason whatsoever, including any sums due under any occupancy agreement of said corporation. The corporation may not make distributions to its members except on dissolution of the corporation. **THIS MEMBERSHIP IS NONTRANSFERABLE**, whether by will, trust, intestate succession or otherwise, except as provided in Article III, Section 6, of the Bylaws of said corporation. A copy of the transfer restrictions as set forth in the Bylaws are on file with the secretary of the corporation, care of the corporation's managing agent, and on and available from the Laguna Woods Village website, and are open for inspection by a member on the same basis as the records of the corporation. Members may also obtain a copy of said Articles of Incorporation and Bylaws upon request and for a reasonable charge from the principal office of said corporation, P.O. Box 2220, Laguna Hills, California 92654.

This certificate evidences membership in United Laguna Woods Mutual, **held only by those signing below**. Accordingly, care should be taken to ensure that this certificate is not lost, stolen or destroyed. If this certificate is lost, stolen or destroyed, the holder will be required to make an affidavit of that fact and may be required to post a bond (or other security), indemnify, defend and hold harmless the corporation and/or pay a fee for the issuance of a replacement certificate.

Dated: _____

Signature_____
Signature

Certificate No. Certificate #

UNITED LAGUNA WOODS MUTUAL

A NON-PROFIT MUTUAL BENEFIT CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA

MEMBERSHIP (STOCK) CERTIFICATE

THIS CERTIFIES THAT Membership Vesting is/are the record owner(s) of one membership, in the form of a Membership (Stock) Certificate, **Series** Stock series # of UNITED LAGUNA WOODS MUTUAL, a California non-profit mutual benefit corporation, and is entitled to all of the benefits and privileges of membership, subject to all of the terms, conditions and restrictions set forth in the Articles of Incorporation, Bylaws and Occupancy Agreement of said corporation. Pursuant to the Bylaws of said corporation, this membership is subject to a lien to secure payment of any sums which shall be due from the record owner of this membership for any reason whatsoever, including any sums due under any occupancy agreement of said corporation. The corporation may not make distributions to its members except on dissolution of the corporation. **THIS MEMBERSHIP IS NONTRANSFERABLE**, whether by will, trust, intestate succession or otherwise, except as provided in Article III, Section 6, of the Bylaws of said corporation. A copy of the transfer restrictions as set forth in the Bylaws is on file with the secretary of the corporation, care of the corporation's managing agent, is on and available from the Laguna Woods Village website, and is open for inspection by a member on the same basis as the records of the corporation. Members may also obtain a copy of said Articles of Incorporation and Bylaws upon request and for a reasonable charge from the principal office of said corporation, P.O. Box 2220, Laguna Hills, California 92654.

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Dated:

Vice President

Assistant Secretary

Resolution No. U-80-41
Adopted April 22, 1980

RESOLVED, that the managing agent of this corporation is hereby authorized, on behalf of the corporation, to permit the placement of signatures of a vice president and assistant secretary of the corporation on membership certificates at the time of printing of said certificates; and

RESOLVED FURTHER, that the managing agent of this corporation is hereby authorized, on behalf of the corporation, to take such action as it may deem necessary to carry out the purpose of this resolution.

AGENDA ITEM 9 WILL BE PROVIDED UNDER
SEPARATE COVER