



**AGENDA
SPECIAL BOARD OF DIRECTORS MEETING
GOLDEN RAIN FOUNDATION
ADMINISTRATION CONFERENCE ROOM
MONDAY, JULY 11, 2016 – 12:30 P.M.**

1. Call to Order
2. Roll Call
3. Pledge of Allegiance
4. Announcements
5. Shareholder/Member Comments

NOTE: Foundation members are permitted to make comments before the business of the Board begins. Requests must be registered in advance of the meeting and comments are limited to four minutes.

6. Appointment of Golden Rain Foundation Director for Mutual Ten
7. Adjournment



MEMO

TO: BOARD OF DIRECTORS – GOLDEN RAIN FOUNDATION
FROM: CAROLE DAMOCI, GRF PRESIDENT
SUBJECT: APPOINT GRF DIRECTOR FOR MUTUAL TEN
DATE: JULY 1, 2016

Mutual Ten Golden Rain Foundation (GRF) Director David Bell resigned from the Board effective June 15, 2016, leaving the position vacant. On June 17, Mutual Ten shareholders were advised of the vacancy and nominations were requested. At 4:30 p.m. on June 27, the nominating period closed with no nominations received at the Stock Transfer Office as set forth in the application procedures.

Pursuant to Article VI, Section 6, of the GRF Bylaws, if no nominations are received, the GRF Board shall appoint a Foundation member to serve.

Section 6. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or disability of a Director shall be filled by a majority of the remaining Directors or by the sole remaining Director.

Upon occurrence of such vacancy, the secretary of this Corporation shall notify the president of the Mutual Corporation affected by such vacancy and shall at the same time notify the members of this corporation who are residents of said Mutual Corporation. Within five (5) days of the date of said notice to the president of the Mutual Corporation and to the members of said Mutual Corporation, the secretary of this corporation shall be notified in writing by the secretary of the Mutual Corporation of the names of the nominees for the office in which said vacancy has occurred and in the event no nominees are named by said Corporation, said office shall be filled by a vote of a majority of the remaining directors of this corporation or by the sole remaining director.

Within ten (10) days after receipt of the names of such nominees, the secretary of this corporation shall cause ballots to be mailed to the members of this corporation who are residents of the Mutual Corporation affected by said vacancy.

The ballots mailed to the members of this corporation who are residents of the Mutual Corporation shall be returned to the secretary of this corporation within fifteen (15) days of mailing. The secretary of this corporation is authorized to delegate the counting of said ballots to the Administrator or a certified public accounting firm for counting and tallying. Within twenty (20) days of the mailing of the ballots the Board of Directors of this corporation shall, at a meeting open to all members of this corporation, declare the name of the member elected as a director to fill said vacancy by reason of said ballots. Said director so elected shall immediately be installed in office as a member of the Board of Directors of this corporation.

Nominees for election as candidates for said office may be made by petitions signed by at least twenty (20) active members of the corporation who are members of the Mutual in which said vacancy in the office of the director exists, or by the Board of Directors of said Mutual Corporation. As provided in this section, said petitions shall be delivered to the secretary of the Mutual Corporation so affected so that nominations, whether by members or by the board of Directors of said Mutual, may be transmitted to the secretary of this corporation within the time specified in this section.

Upon consultation with Mutual Ten, Mr. Bruce Scheuermann has been chosen to fill the vacancy. If approved, Mr. Scheuermann shall serve as a GRF Director until June 2018 when the regular election for GRF Directors representing even-numbered Mutuals takes place.

I move to appoint Bruce Scheuermann as the GRF Director for Mutual Ten, for the term ending June 2018, to fill the vacancy created by the resignation of GRF Director for Mutual Ten David Bell and to serve as a member of the Architectural Design & Review, Publications and Security, Bus & Traffic Committees, for the term ending June 2017.

RESOLUTION/MOTION ACTION RECORD**071116.a.i.**

Resolution Type: Accept GRF BOD member

Pertaining to: Mutual Ten

Duly adopted at a meeting of the Board of Directors held: **07.11.16**

Motion by: _____ Seconded by: _____

Cost Center _____ Capital _____ Operational _____ Reserves _____

VOTE:	YES	NO	ABSTAIN	ABSENT
President Carole Damoci	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Leah Perrotti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Richard Stone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Paul Pratt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Paula Snowden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vice President Linda Stone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Secretary Joy Reed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Treasurer Phil Hood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Susan Hopewell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Kathleen Rapp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Steven McGuigan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Marjorie Doderio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Mary Greer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vacant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Barry Lukoff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Helen Tran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Tim Bolton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Perry Moore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ATTEST: _____ (Secretary) _____ (Date)